

MARVEL SUPER HEROES™

Advanced Game Official Accessory

Gamer's Handbook of the MARVEL UNIVERSE™



Abomination™ thru Dreadnought™

MARVEL UNIVERSE™

Official Game Accessory

Gamer's Handbook of the Marvel Universe, Volume I

Contents

Abomination	3	Binary	85
Absorbing Man	5	Black Bolt	87
Aguiar	7	Black Cat	89
Air Walker	9	Black Crow	91
Alpha Primitives	11	Black King	93
American Eagle	13	Black Knight	95
Ancient One	15	Black Panther	97
Andromeda	17	Black Queen	99
Angar the Screamer	19	Black Talon	101
Ani-Men	21	Black Widow	103
Annihilus	23	Blacklash	105
Ant-Man	25	Blackout	107
Apocalypse and the Four Horsemen	27	Blastaar	109
Aquarian	29	Blizzard	111
Arabian Knight	31	Blob	113
Arcade	33	Boom Boom	115
Archangel	35	Boomerang	117
Ares	37	Box	119
Ariel	39	Brother Voodoo	121
Arkon	41	Brothers Grimm	123
Armadillo	43	Caliban	125
Atom Zola	45	Cannonball	127
Avengers	47	Captain America	129
Astronomer	51	Captain Britain	133
Attuma	53	Captain Mar-Vell	135
Aurora	55	Captain Marvel	137
Avalanche	57	Captain Ultra	139
Balder	59	Captain Universe	141
Baron Blood	61	Cassidy, Black Tom	143
Baron Mordo	63	Cassidy, Sean (Banshee)	145
Baron Strucker	65	Celestials	147
Baron Zemo (I and III)	67	Champion	151
Basilisk	69	Champions of Xandar	153
Batroc's Brigade	71	Chance	155
Battlestar	73	Changling	157
Beast	75	Chief Examiner	159
Beetle	77	Chthon	161
Belasco	79	Circus of Crime	163
Beta Flight	81	Clea	167
Beyonder	83	Cloak	169

Collector	171	Deathlok	213
Collins, Rusty	173	Destiny	215
Colossus	175	Destiny I	217
Constrictor	177	Deviants	219
Contemplator	179	Devil Dinosaur and Moon-Boy	221
Controller	181	Diablo	223
Corruptor	183	Doc Samson	225
Count Nefaria	185	Doctor Demonius	227
Crimson Dynamo	187	Doctor Doom	229
Cyclops	189	Doctor Druid	233
Cypher	191	Doctor Octopus	235
D'Spayre	193	Doctor Pym	237
Dagger	195	Doctor Strange	241
Dakimh the Enchanter	197	Doctor Sun	243
Daredevil	199	Dormammu	245
Darkoth	201	Dracula	247
Darkstar	203	Dragon Man	249
Death	205	Drax the Destroyer	251
Death-Stalker	207	Dreadknight	253
Death-Throws	209	Dreadnought	255
Deathbird	211		

Written by Scott Bennie, David E. Martin, and Chris Mortika
 Edited by Anne Brown, William Connors, and Richard Steinberg
 Cover by Jeff Butler
 Interior Illustrations by the Marvel Bullpen
 Typography by Betty Elmore and Kim Janke

TSR, Inc.
 POB 756
 Lake Geneva, WI
 53147

This book is protected under the copyright laws of the United States of America. Any reproduction or unauthorized use of the material or artwork contained herein is prohibited without the express written consent of TSR, Inc. and Marvel Entertainment Group. Distributed to the book trade in the United States by Random House, Inc., and in Canada by Random House of Canada, Ltd. Distributed to the toy and hobby trade by regional distributors. The names of characters used herein are fictitious and do not refer to any persons living or dead. Any descriptions including similarities to persons living or dead are merely coincidental. All Marvel characters and the distinctive likenesses thereof are trademarks of the Marvel Entertainment Group, Inc., and are used with permission. © 1988 Marvel Entertainment Group, Inc. All Rights Reserved. The TSR logo and PRODUCTS OF YOUR IMAGINATION are trademarks owned by TSR, Inc. Game design copyright © 1988 TSR, Inc. All Rights Reserved. Printed in U.S.A.

ISBN 0-88038-540-5

STATISTICS

F EX (20)
A EX (20)
S UN (100)
E UN (100)
R AM (50)
I EX (20)
P IN (40)

Health: 240

Karma: 110

Resources: FE (2)

Popularity: -40

BACKGROUND

Real Name: Emil Blonsky/Tyrannus

Occupation: As Blonsky: former spy, former first mate of the starship Andromeda, former agent of the Galaxy Master, criminal. As Tyrannus: former ruler of Subterranea, now renegade.

Legal Status: As Blonsky: Citizen of Yugoslavia with no criminal record. As Tyrannus: former citizen of Subterranea, now illegal alien.

Identity: As Blonsky: Secret. As Tyrannus: Publicly known.

Place of Birth: As Blonsky: Zagreb, Yugoslavia. As Tyrannus: Unknown.

Marital Status: As Blonsky: Single. As Tyrannus: Single.

Known Relatives: As Blonsky: None. As Tyrannus: None.

Base of Operations: As Blonsky: Mobile. As Tyrannus: formerly Subterranea, El Dorado, now Mobile.

Past Group Affiliations: As Blonsky: partner of the Rhino, member of the crew of the starship Andromeda, agent of the Galaxy Master, agent of Modok. As Tyrannus: Member of the Brotherhood of They Who Wield Power.

Present Group Affiliation:

KNOWN POWERS

Body Armor: Abomination's scaly skin provides Amazing protection against physical and energy attacks. He has Unearthly resistance to cold, heat, fire and disease. Extreme temperatures or lack of oxygen can force him to go into a comalike state until more hospitable conditions return.

Leaping: The Abomination has overly developed leg muscles which allow him to leap with Class 5000 ability, covering two miles in a single bound.



Mind-Scanning: The Abomination still possesses Tyrannus's ability to probe the thoughts of others with Amazing intensity.

Former Personality: Before Tyrannus inhabited the Abomination's body, his mind was that of Emil Blonsky, a Soviet spy whose attributes were as follows:

F A S E R I P
RM TY UN MO GD EX TY

Resources: FB

Popularity: 1

KNOWN POWERS (Blonsky):

Blonsky does not have the Mind Scanning ability or any of Tyrannus' talents. He does have the Detective/Espionage Talent and several Russian Military and Political contacts.

Talents: Tyrannus has the Computer, Electronics, and Engineering skills. He has little need for them in his current form.

Contacts: Tyrannus was leader of the Subterraneans, an underground race. In his long absence, his people have been ruled by the Mole Man.

ADDITIONAL NOTES:

HISTORY

Emil Blonsky became the Abomination by the same process which turned Bruce Banner into the Hulk. This happened when Blonsky unknowingly bombarded himself with an ordinarily fatal dose of gamma radiation, after Banner had decided to commit suicide to keep the Hulk (under the Stranger's control) from destroying the human race.

As the Abomination, Blonsky retained his intelligence but could not change back to human form. His strength was initially greater than the Hulk's, but after another dose of radiation (directed by Banner with the cooperation of General T.E. "Thunderbolt" Ross, whose daughter had been kidnapped by the Abomination) reduced this level somewhat.

After the Abomination's battle with the Hulk, in which the latter destroyed the strength-reducing machinery, the Stranger decided to transport the Abomination to his base on another planet. However, the Abomination was rescued from this place and returned to Earth, whereupon he battled the Hulk (and lost) several more times. Later, he was hired by the Galaxy Master; the Hulk defeated them both.

Still later, the Abomination was

brainwashed by Modok and sent to kill the Hulk, in return for which Modok would take him as a servant. The attack failed, however, and Modok disintegrated the Abomination, who continued to exist as a cloud of free atoms.

Meanwhile, the consciousness of Tyrannus, floating in geosynchronous orbit, sensed this cloud and determined to merge with it. The resulting explosion reintegrated the Abomination's body, now inhabited by Tyrannus's consciousness (and still containing that of Blonsky). Through a mental probe of a SHIELD agent, Tyrannus found out about the special nutrient bath which separated the Hulk from Banner. He made some advancements to the formula, and entered the bath under Banner's supervision (persuaded by the kidnapping of Banner's wife).

SHIELD agents attacked during the process, as did the Hulk, and the separation was incomplete. The Abomination was still controlled by Tyrannus; Blonsky's body, inhabited by his consciousness, had been separated from the Abomination.

After escaping captivity, the Abomination fought Wonder Man and lost. His current whereabouts are unknown.

It remains to be seen whether Blonsky will die following the separation.

ROLE-PLAYING NOTES

Forced to take on physical form by possessing the original Abomination's body, Tyrannus is dismayed at his new hideous form. Unable to restore his previous handsome features, the Abomination now lives only to destroy.

STATISTICS

F EX (20)
A TY (6)
S GD (10)
E EX (20)
R PR (4)
I PR (4)
P TY (6)

Health: 56

Karma: 14

Resources: PR (4)

Popularity: -20

BACKGROUND

Real Name: Carl "Crusher" Creel

Occupation: Professional Criminal

Legal Status: U.S. Citizen with a criminal record

Identity: Publicly known

Place of Birth: New York City

Marital Status: Single

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: Agent of Loki, They Who Wield Power, member of Fourth Masters of Evil

Present Group Affiliation:

KNOWN POWERS

Material & Energy Duplication: The Absorbing Man can take on the properties of any material he touches, giving him Strength, Endurance, and Body Armor of rank equal to the material strength of the object touched; his Health is increased if his abilities increase, but does not decline if he absorbs from an object with a material strength rank lower than his normal abilities. The upper limit for the transformation is Unearthly. He can remain in a particular transformation as long as he wishes. If the object touched holds some form of energy (such as a battery or a blast furnace), he absorbs the energy properties as well. Creel is not hurt by this energy and can retain it for up to 10 rounds. He can also absorb shapes and sizes from objects; touching a hammer would give him hammer-like fists.

Power Absorption: Creel can absorb superhuman abilities and powers in the same way he absorbs from inanimate objects. However, he does not absorb the ability to control them, and so cannot perform most power stunts. Unlike Rogue, Creel only

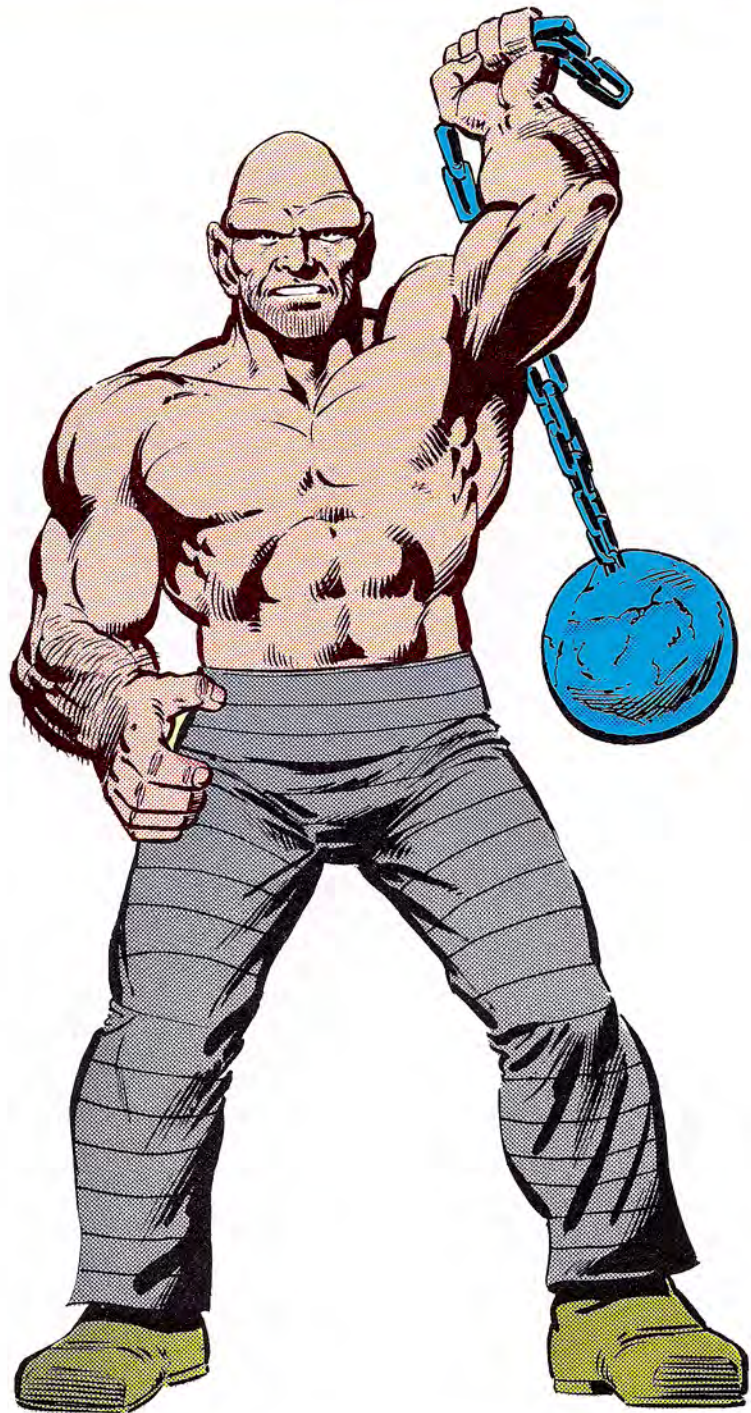
copies abilities; he does not steal them.

Life Support: If parts of his body are severed, the Absorbing Man can reattach them by holding them in place and transforming to human form.

Weapon: Creel carries a prisoner's ball-and-chain that transforms as he does if he is holding it. It is made of Remarkable strength material.

Talents: Creel has the Blunt Weapons Talent, giving him +1 CS for both Throwing and Fighting.

Contacts: Creel has a tenuous contact with the surviving members of the Fourth Masters of Evil.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Creel has never been particularly subtle, taking delight in smashing anything that gets in his way. In combat he will seek out the strongest opponent, absorb his or her power, and continue to attack that opponent. He is currently "romantically" involved with Titania and takes pains to protect her.

HISTORY

While serving time in prison for aggravated assault committed while a member of an extortion racket, Carl "Crusher" Creel was selected by Loki, the Asgardian god of mischief, as his unwitting agent in a scheme against Thor, god of thunder. By adding an enchanted potion composed of rare Asgardian herbs to Creel's drinking water in the prison commissary, Loki granted the brutal convict a bizarre power he hoped would enable him to defeat Thor, the power to absorb the physical properties of anything with which he came in contact. Creel used his new-found power to break free from prison and soon became engaged in battle with Thor. Due to his ability to absorb the properties of Thor's hammer and Thor himself, Creel, now called the Absorbing Man, became one of the strongest mortal foes Thor ever combatted.

After his first defeat, the Absorbing Man returned to plague Thor again, and Loki transported him to Asgard where the criminal could be used in his scheme to take over Asgard. But when the Absorbing Man dared to challenge Odin, lord of the Asgardians, Odin summarily dispatched him into space. Creel eventually managed to return to Earth by hitching a ride on a comet. He soon encountered the Hulk, however, and was defeated while in the process of absorbing the Hulk's power during his transformation to the human Bruce Banner. The Absorbing Man then challenged Thor again and was defeated when he was tricked into turning into water. A short time later,

Thor defeated him again by tricking him into absorbing the properties of a cardboard replica of Thor's hammer. Serving a short prison sentence, Creel managed to escape and was contacted by They Who Wield Power, a cabal of powerseekers from El Dorado, who hired him to destroy the Hulk. He failed and inadvertently absorbed the properties of glass while falling.

Eventually reassembling the shards of his body, the Absorbing Man decided that he was tired of fighting against and losing to superhuman champions. Seeking to flee the country, Creel foolishly took a hostage, thereby bringing the Avengers after him. To escape them, he jumped into the ocean and transformed himself into water. When he finally regained his natural form, his mind was addled from his prolonged intermingling with the ocean, and was paranoiacally frightened of anyone with superhuman power. A chance battle with the Hulk cured him of his paranoia, however. Returning to America, he stalked the mutant Dazzler to acquire her light-powers to use against the Avengers. He was defeated, however, by the Dazzler and the Inhuman Black Bolt. He was abducted from prison by the Beyonder to fight in the Secret Wars, after which he was restored to Earth.

Upon his return, Creel was contacted by Baron Zemo II. He and Titania were offered membership in the 4th Masters of Evil. After several independent assignments they were defeated by Ant-Man and the Wasp while trying to kill a critically wounded Thor at a New York Hospital. After spending a period of time in jail, Creel was sent to another dimension by the thunder god.

STATISTICS

F EX (20)
A EX (20)
S GD (10)
E EX (20)
R TY (6)
I GD (10)
P TY (6)

Health: 70

Karma: 22

Resources: RE (30)

Popularity: 5

BACKGROUND:

Real Name: Alejandro Montoya

Occupation: Wealthy swashbuckler

Legal Status: Citizen of Spain with no criminal record. Currently on extended visa in U.S. in his civilian identity.

Identity: Secret

Place of Birth: Madrid, Spain

Marital Status: Single

Known Relatives: None

Base of Operations: New York City

Past Group Affiliation: None

Present Group Affiliation:

KNOWN POWERS

Electric Shock: Aguila can discharge electricity built up in his own body through a conductive medium. Since his power only works through a conductive metal, he carries a yard long, double-edged steel sword which he explains as housing a blaster (he does not want people to know that he is a mutant). Since Aguila possesses only a limited amount of electricity, his power must be handled in a unique manner. He starts an adventure with 100 points of electrical damage. He releases this energy in any amount he desires, up to Amazing level. However, at the Amazing level he must make an Endurance Feat roll or be stunned from the exertion for 1-10 rounds. He can only unleash his energy once per round. These attacks can be in any combination he wishes, such as three Remarkable attacks and a Good attack, as long as they do not exceed his total. After he has drained his initial 100 point energy supply, he regenerates his energy at a rate of 10 points every round. For example, if he retreated for three rounds after he was drained, he

would have another Remarkable attack ready. After 10 rounds of non-release he will be completely recharged. His energy will regenerate under any condition except while he is releasing it. He does not gain 10 points any round he unleashes his blast. The electrical charge can be released by touching the target, as an Edged Attack, or fired through the air as an Energy attack with a range of up to 2 areas. His body generates and stores this bioelectricity in his central nervous system, and any excess produced is harmlessly released into the air.

Talents: Aguila has the Weapon Specialist; Sword talent, giving him a

+2 CS. He speaks fluent Spanish and English.

Contacts: Aguila has Excellent contacts with the poor communities of New York City for the purposes of gaining information about criminal activities in their neighborhood.



ADDITIONAL NOTES:

HISTORY

ROLE-PLAYING NOTES

Aguila fancies himself a swashbuckler in the Errol Flynn style. He thinks of himself as a modern day Zorro, righting wrongs and fighting for the poor. He is flamboyant and fancies himself a ladies' man.

Little is as yet known about the life of Alejandro Montoya, the costumed swashbuckler called El Aguila. Born in Spain, Montoya is a mutant whose superhuman power manifested itself while he was a teenager. It is not known when or where Montoya undertook the art of fencing or if he adopted the identity of El Aguila before or after coming to America. Once in America, El Aguila began to prey upon criminals, particularly drug dealers, slum lords, and those whose criminal activities most affected the poor. It is probable that the money he confiscated from these criminals was redistributed to the poor. Since his activities have been outside the law, El Aguila has been wanted by the police and has found himself in conflict with Power Man and Iron Fist on several occasions.

Aguila once found himself in conflict with Hawkeye while investigating Cross Technological Enterprises. The two parted on amiable terms.

STATISTICS

F AM (50)
A MN (75)
S AM (50)
E UN (100)
R RM (30)
I MN (75)
P AM (50)

Health: 275

Karma: 155

Resources: N/A

Popularity: 0

BACKGROUND

Real Name: Gabriel Lan

Occupation: Former captain of Way-Opener, former Herald of Galactus

Legal Status: deceased citizen of Xandar

Identity: Not commonly known on Earth

Place of Birth: Xandar

Marital Status: Single

Known Relatives: None

Base of Operations: Known Space

Past Group Affiliations: Xandarian Navy, Herald of Galactus

Present Group Affiliation:

KNOWN POWERS

Power Cosmic: Air-Walker had the ability to gather, channel, and manipulate vast quantities of cosmic energy with Monstrous ability, within a range of 2,000 miles. Air-Walker could perform the following power stunts with this power:

- › Create energy attacks of Monstrous force
- Generate heat, magnetism, and electricity of Monstrous levels
- Enhance any one of his personal abilities to the Unearthly rank, once per day, for 1-10 rounds

Air-Walker was capable of manipulating matter at the molecular level. Air-Walker would manifest this *Power Cosmic* as a set of crimson and gold "wings" issuing from his back.

Flight: Air-Walker could move between the stars at Class 5000 speeds, but usually curtailed his movement within planetary atmospheres. He could also hover in place.

Body Armor: Air-Walker had Amazing protection from energy and physical attacks, which he could



boost to Monstrous levels for 1-10 rounds. He was invulnerable to heat and cold (with Class 1000 resistance) and could survive in space for extended periods of time without need of food or air.

Horn of Galactus: Both the original Air-Walker and his robotic replacement were provided with a golden, trumpetlike device which issued a hyper-space signal. Both used the

trumpet to summon Galactus to planets which looked suitable for Galactus' energy-consumption needs.

The Air-Walker Robot: The robot had statistics similar to those of the original Air-Walker, and in addition had repair circuitry allowing it to heal as a living creature. The Air-Walker robot was -1 CS in all of its abilities if unable to use the cloak.

Talents: Gabriel was an experienced space pilot and possessed the Leadership skill.

Contacts: Prior to his transformation to Air-Walker, Gabriel had a number of highly-placed contacts in the Xandarian government.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

As a restless explorer, and then Herald of Galactus, Gabriel had an insatiable wanderlust. His enthusiasm endeared him to Galactus, who recognized a kindred spirit. Despite Galactus' attempts to the contrary, the Air-Walker robot was little more than a mindless automaton.

HISTORY

Gabriel Lan was the captain of the Xandarian explorer-ship Way-Opener, whose mission was to seek out and establish peaceful relationships with neighboring alien civilizations. Lan had previously distinguished himself in Xandar's military, the Nova Corps, and welcomed his appointment to an explorer-ship since he was filled with wanderlust and love of open space. Returning from his seven year tour of duty, Lan neared his home solar system when a spherical craft of an unidentified nature approached. A teleport-beam took Lan from the bridge of the Way-Opener and brought him aboard the spherical ship into the presence of the world-devourer Galactus. Galactus announced that he was looking for a new herald to replace the defeated Silver Surfer, and having scanned Lan's mind, deemed him as an appropriate candidate. Hearing Galactus's offer of vast power and unlimited travel, Lan readily accepted and was transformed by a tiny fraction of Galactus's cosmic might into the Air-Walker, second of Galactus's great heralds.

Voluntarily putting all thought of his previous life behind, the Air-Walker served Galactus faithfully for years, seeking out new worlds to suit his master's appetites. He came to befriend Galactus, and would pass long hours listening to Galactus's tales of the wonders and mysteries of the universe. One day after he had found a new world for Galactus to drain and was returning to Galactus's ship to tell him of it, the Air-Walker saw a fleet of warships in battle formation approaching. The ships contained members of the Ovoids, a highly advanced civilization, who feared Galactus's pres-

ence so close to their star system. The Air-Walker launched an attack on the Ovoid fleet and was struck down by Ovoidian weaponry designed to slay Galactus himself. Because Galactus was weak from hunger, he was unable to retaliate with full force and decided to retreat from that space sector. His power still at a low ebb, Galactus could not afford to give up any of his personal energy to resuscitate the dying spark of life in his faithful herald. However, once he had renewed himself, Galactus transferred the consciousness of the herald who laid down his life for him to a perfect robotic replica. Still, there was something intangible missing from the replica, a vitality, a passion for the mysteries of space that Galactus liked in the original Air-Walker. Therefore, Galactus decided to dispatch the Air-Walker robot to Earth to reenlist his original herald, the Silver Surfer. There the robot encountered both the Surfer and the Fantastic Four. The Surfer declined Galactus's invitation, however, and in battle with his new messenger, destroyed the Air-Walker robot. Galactus grimly abandoned both the Surfer and the defective Air-Walker robot.

The Air-Walker robot was taken into custody by robots of the Machinesmith, who sought to repair the robot but could not understand its alien circuitry. The Machinesmith did manage to accidentally activate the Air-Walker's self-repair functions, however, and after several months, the Air-Walker instead attracted the attention of the thunder god Thor. Thor damaged the robot in battle, apparently destroying its self-repair circuitry. The Air-Walker's remains were taken into custody by Galactus's third herald, Firelord, a colleague and friend of Gabriel Lan, the original Air-Walker. Firelord buried the robot's remains on an asteroid in the Tranta system near Xandar, with cosmic flame marking his grave.

STATISTICS

F TY (6)
A TY (6)
S RM (30)
E RM (30)
R PR (4)
I FB (2)
P FB (2)

Health: 72

Karma: 8

Resources: PR (4)

Popularity: 1

BACKGROUND

Real Name: n/a

Occupation: Physical Laborers

Legal Status: Freed Clones of Attilan

Identity: n/a

Place of Cloning: Attilan

Marital Status: n/a

Known Relatives: n/a

Base of Operations: Attilan

Past Group Affiliations: None

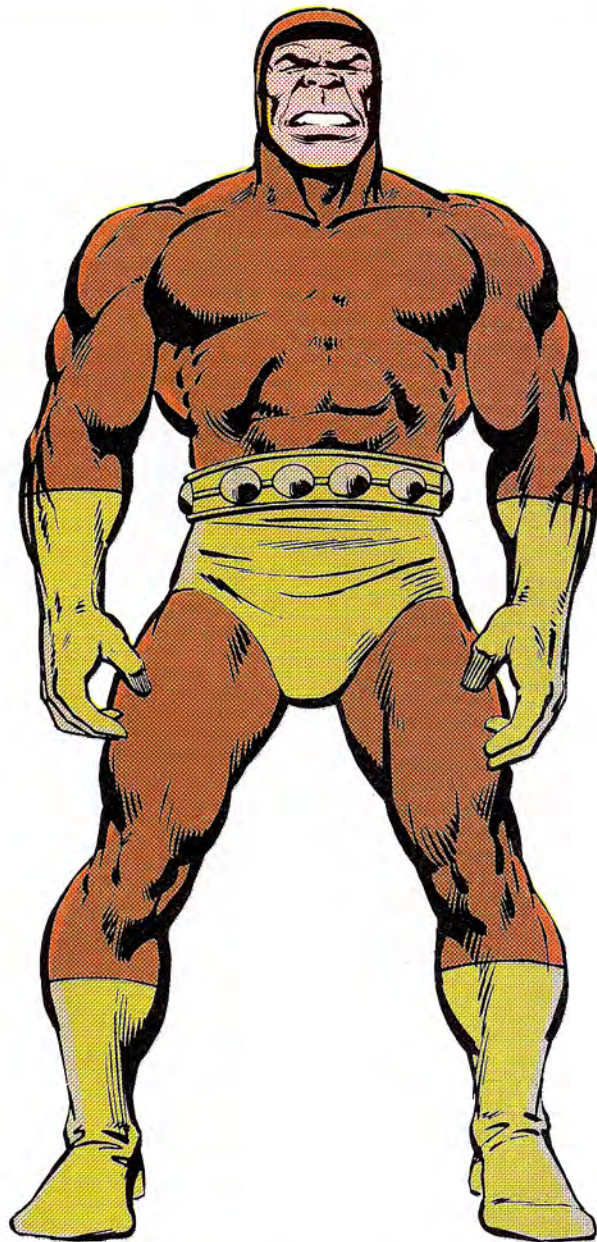
Present Group Affiliation:

KNOWN POWERS: None

Talents: None

Contacts: None

ADDITIONAL NOTES:



HISTORY

ROLE-PLAYING NOTES:

Alpha Primitives are simple-minded and obedient. They can only deal with a single command at a time.

The Alpha Primitives are a race of subhuman worker drones once employed by the Inhumans to perform manual labor and menial tasks. They came into existence about four thousand years ago when the geneticist Avadar convinced the ruling Council of Genetics that a race of sub-human servants would free the Inhumans from the need to toil for subsistence, so all could devote themselves to the pursuits of knowl-

edge. Avadar bio-engineered the prototypes of the Alphas, and within a decade five hundred Alpha Primitives were bred to perform all of the support services for the entire city of Attilan: sanitation, food production, manufacturing, and so forth.

The Alpha Primitives are basically docile creatures with simple thoughts and emotions. They are all the same neuter sex, preventing them from procreating naturally. Cloning is the sole means by which they may propagate. Each Alpha is exactly like every other. They are all five foot seven inches tall, have

green eyes and hairless bodies. They are slightly superior in strength to the average human being, being able to lift (press) approximately 1000 pounds under optimal conditions. They work eighteen hours a day, and sleep the other six. They have no culture or need for recreation. They have been taught to speak and understand the basic vocabulary of a six-year-old human being. They have a life expectancy of forty-two years.

The Alpha Primitives have occasionally been the subjects of unlawful genetic experimentation. In recent years, Maximus, the brilliant but demented brother to the Inhumans' king, Black Bolt, has performed experiments on them. In his

first experiment, Maximus subjected three Alpha Primitives to a highly potent quantity of the mutagenic Terigen Mist, causing them to become glowing globules of energy, collectively called the Trikon. The Trikon aided Maximus in his first attempt to seize the crown from his brother, and forced the Royal Family of the Inhumans into exile for a number of years. The Trikon was eventually banished from Attilan. Maximus's second experiment was less direct. Constructing a giant synthetic humanoid body as a receptacle, Maximus built a device that could siphon the psi energy generated by the collective guilt that most modern Inhumans felt toward their slaves and transform it into physical energy.

This energy empowered the giant humanoid, who became known as Omega, the ultimate Alpha. Omega was rendered inert when the Inhumans ceased their open warfare against their rebellious worker class.

Following the Omega incident, the Inhumans emancipated the Alpha Primitives from their labors and set them free to live as they please in the sub-city beneath Attilan. Having no culture and no knowledge of recreation, many of them have gone about their tasks as usual, despite their freedom. Since it is now illegal to clone replacement Alpha Primitives, their ranks are dwindling. Inhuman missionaries have been sent beneath the city to tutor the Alphas and administer to their welfare.

STATISTICS

F RM (30)
A IN (40)
S AM (50)
E IN (40)
R GD (10)
I IN (40)
P GD (10)

Health: 160

Karma: 60

Resources: TY (6)

Popularity: 6

BACKGROUND

Real Name: Jason Strongbow

Occupation: Tribal Leader

Legal Status: U.S. Citizen with no criminal record.

Identity: Secret

Place of Birth: Kaibito, Arizona

Marital Status: Single

Known Relatives: Ward (brother, deceased)

Base of Operations: Navaho Reservation, Arizona

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS

Enhanced Senses: American Eagle's sight, smell, hearing, and taste have all been raised to Amazing level.

Lightning Speed: American Eagle has Good speed, allowing him to run 4 areas per round. He can run without tiring as if possessing Monstrous Endurance.

Weapon: American Eagle carries a crossbow which fires specially designed bolts. He has 15 bolts, one of which is connected to a 50' line of Remarkable Strength. He can swing up to three areas per round.

The rest are blunt bolts which do 20 points as Throwing Blunt damage. He can fire them up to six areas away.

Talents: American Eagle has the Bows Weapon Skill, giving him a +1 CS, and Martial Arts E. He speaks fluent Navaho and English, and his Reason is considered Excellent when dealing with Navaho Indian Lore.

Contacts: American Eagle is the leader of a major Navaho tribe, and is a close friend of Wyatt Wingfoot, who can put him in contact with the Fantastic Four.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

American Eagle is in many ways a traditional American Indian. He has a deep respect for his people's traditions and a strong sense of family.

HISTORY

Jason Strongbow, a representative of the Navaho tribe of Indians, attempted to stop a mining company from excavating a mountain sacred to the tribe by obtaining a court order. Failing in that, he led a peaceful protest group at the mining site. When the night watchman panicked and shot a protester, Strongbow followed him into the mine. There he discovered that the mining company was in league with Klaw, the master of sound, who sought uranium to fortify his sonic powers. He also found his brother Ward, who did not share

his ideas of preserving the tribal grounds and soon allowed their argument to erupt into violence. During their fight, Klaw appeared and blasted the brothers with his sonic blaster. The bombardment of sonic energy and the exposure to an unknown isotope of uranium found in the mine combined to mutagenically enhance the strength and senses of the Strongbow brothers. Klaw, who had contracted the mining company to acquire uranium with which he hoped to fortify his powers, fled with his hirelings to the Savage Land in the Antarctic, where Klaw hoped to acquire Vibranium.

Strongbow emerged from the mine and was hailed as a champion

of his tribe. Taking the flight of an eagle as an omen, Strongbow fashioned for himself the costumed identity of the American Eagle. Learning that his brother had gone to the Savage Land with the mining company, he set out in pursuit. In the Savage Land, the American Eagle was met by Ka-Zar, the Thing, and Wyatt Wingfoot. The four of them opposed and defeated Klaw and his hirelings. In the course of the battle, Strongbow's brother Ward, who had allied himself with Klaw, was killed by one of the miners' bullets. American Eagle has since returned to his people to be their champion.

STATISTICS

F FB (2)
 A GD (10)
 S FB (2)
 E GD (10)
 R TY (6)
 I MN (75)
 P MN (75)/(after death) CI 5000 (5000)

Health: 24

Karma: 156/5081

Resources: EX (20)

Popularity: 2 to general population of Earth; 50 for knowledgeable sorcerers

BACKGROUND

Real Name: Unknown

Occupation: former Sorcerer Supreme, former Master of Mystic Arts

Legal Status: Unknown

Identity: Not generally known on Earth

Place of Birth: Kamar-Taj, Tibet

Marital Status: Single

Known Relatives: None

Base of Operations: Kamar-Taj, later a palace in Tibet

Past Group Affiliation: The Ancient Ones

Present Group Affiliation:

KNOWN POWERS

Magical Ability: As the Sorcerer Supreme, the Ancient One was able to use any listed Power as a spell, subject to the limitations of Personal, Universal, and Dimensional energy restrictions. He uses these abilities at Monstrous level, unless otherwise noted as Power stunts. In addition, the Ancient One regularly used the following spells:

- *Astral Projection (P)*— as Power of same name, with Unearthly Ability
- *Dimensional Aperture (D)*— Creates an opening into, and permits passage to and from, another stated dimension, with Monstrous ability. Requires a FEAT roll only for unfriendly or hostile dimensions or unwilling travelers.
- *Eldritch Beams/Bolts (U)*— As Force or Energy Missile weapon, of Incredible power and range.
- *Levitation (P)*— as Power of same name, with Incredible ability
- *Mesmerism (P)*— as Mind Control,

at Amazing Rank and Unearthly range

- *Shield — Individual (P)*— as Personal Force Field, able to repel Magical attacks of Amazing strength and Physical attacks of Excellent strength

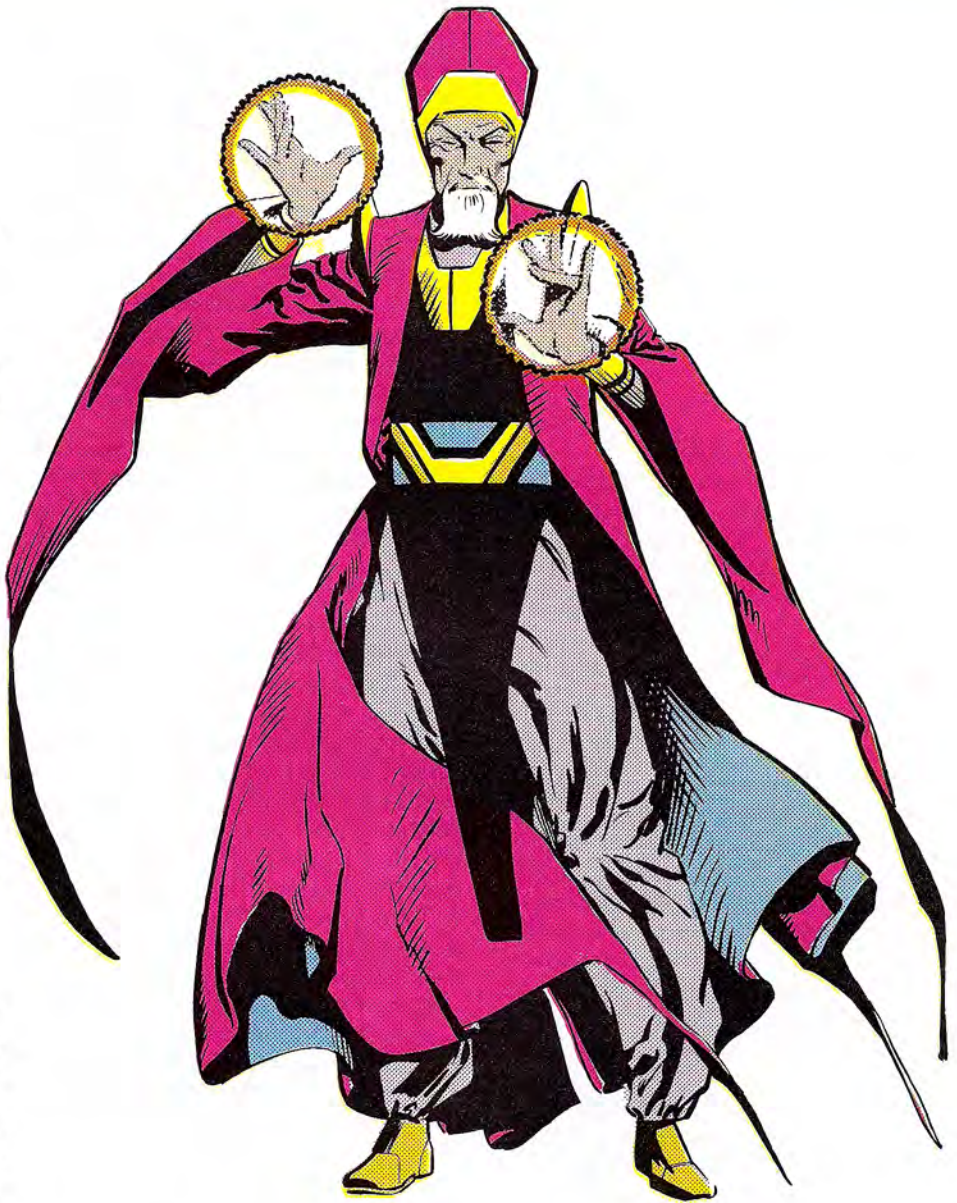
- *Spell of Silence (U)*— Prevents subject of spell from speaking of certain matters or subjects. Only characters of Amazing or greater Psyche may receive a FEAT roll to avoid its effects

- *Telepathy (P)*— as Power of same name, with Unearthly ability

Talents: The Ancient One has Mar-

tial Arts A, which he obtained in his youth. He has the Mystic skills of *Trance*, *Mesmerism & Hypnosis*, and *Resist Domination*. His Reason is considered Monstrous in areas of the Occult.

Contacts: The Ancient One was the mentor of Dr. Strange and can always rely upon his help. Now that he has achieved a transcendent level of being he is considered friendly with all "good" sources of Dimensional Energy.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

The Ancient One comes across as a brilliant yet inscrutable Oriental sage. Since his death he has returned on occasion to warn Dr. Strange of imminent danger.

HISTORY

The youth who would eventually be called the Ancient One was born over five hundred years ago in Kamar-Taj, a village in the area now known as Tibet. Originally, the youth, like the other villagers, was a peaceful farmer. However, an older fellow villager named Kaluu somehow gained certain magical knowledge, which he shared with the youth. Kaluu and the youth began exploring the secrets of sorcery together, and learned how to harness mystical energy for their own uses. However, their motives were quite different. Kaluu intended to build a vast empire, while the youth wished to use sorcery to benefit his fellow villagers.

For over a year Kaluu organized the men of Kamar-Taj into an army of conquest, while slowly increasing his magical control over the minds of the people of Kamar-Taj so that they became no more than his placid puppets. The youth attempted to warn the villagers about Kaluu, but Kaluu's magic prevented them from heeding him. Kaluu struck the youth from behind with a mystical bolt which paralyzed him. Then Kaluu had his soldiers conquer a neighboring village and reduce its people to

slavery. While Kaluu plotted further conquests and the people of Kamar-Taj fell into decadence, the paralyzed youth, whom Kaluu had placed in the public square as an object of ridicule, mentally called upon mystical forces to defeat Kaluu. With Kaluu gone, the youth was freed from his paralysis. Ironically, Kaluu's spell had protected the youth from the full effect of the mystical pestilence: the youth was no longer immortal, but he would now age at a very slow rate, so that he would not reach the end of his life span for five centuries.

Because of the events he had witnessed in Kamar-Taj, the youth left the village in order to devote his life to combatting other evil sorcerers. To this end, the youth sought out an ancient order of sorcerers whose elder members were known as Ancient Ones, and which was dedicated to protecting Earth's people from black magic. The youth continued his mystical studies with them, and rapidly became far more skilled in sorcery than his colleagues. His prowess was so great that he was the first Earth mortal to meet with Eternity, the sentient embodiment of the life forces of the universe, who presented him with the amulet of Agamotto, the Earth dimension's very first sorcerer supreme.

Within the last several decades, the Ancient One, who had outlived all the other members of his order, was approached by Baron Karl Mordo of Transylvania, who wished to become his pupil. The Ancient One was nearing the end of his long life and realized that he needed a successor. Although he recognized Mordo's evil ambitions, he also sensed Mordo's talent for sorcery, and he decided that he could at best convert Mordo to the service of good, and at worst keep him in check.

Sometime later, a gifted but somewhat amoral surgeon, Stephen Strange, sought out the Ancient One to cure his hands, which had been injured in an automobile accident in a way that prevented him from holding his surgeon's tools with the complete steadiness that was necessary to perform surgery. While staying at the Ancient One's palace in the

Himalayas, Strange learned that Mordo was plotting against the Ancient One. Mordo placed a spell upon Strange which prevented him from warning the Ancient One about Mordo, but the Ancient One freed Strange of the spell and assured him that he was aware of Mordo's evil nature. Having witnessed the power of good and evil magic in action, Strange found a new, higher purpose in life, and became the Ancient One's disciple. Dr. Strange remained with the Ancient One for years, proved to be highly talented in the mystic arts, and eventually became the Ancient One's successor as Sorcerer Supreme.

Some years after Doctor Strange had left the Ancient One's palace to return to New York City, the Ancient One and Dr. Strange fought the powerful demon Zom at Stonehenge in Britain. Knowing that he could not long withstand Zom's power at his advanced age, the Ancient One made it appear as if Zom had killed him by fusing his body with one of the Stonehenge monoliths. As he seemed to die, the Ancient One claimed to transfer his magical abilities to Dr. Strange; instead, the Ancient One actually activated potential for further magical ability in Dr. Strange that had until then remained latent.

Years later, the Ancient One was taken prisoner by the so-called Living Buddha and minor demons called the Shadowmen, all of whom served the extradimensional demon Shuma-Gorath. They intended to use his waning power to open the way to Earth for the demon. The Ancient One retained enough consciousness to mystically make his own mind the only conduit through which the demon could travel. Knowing that he had long outlived his natural life span, the Ancient One prompted his disciple Dr. Strange to "kill" him by destroying that portion of his mind which constitutes his ego or sense of self. With the Ancient One's brain shut down, Shuma-Gorath was trapped in the dead brain. With his body dead, the Ancient One's astral form was set free and the aged mage willed it to become one with the physical universe.

STATISTICS

F IN (40)
A RM (30)
S IN (40)
E RM (30)
R EX (20)
I RM (30)
P GD (10)

Health: 140

Karma: 60

Resources: GD (4)

Popularity: 0

BACKGROUND

Real Name: Andromeda (a corruption of her name in the Atlantean language)

Occupation: Warrior, adventurer

Legal Status: Unknown. She claims to be a citizen of Atlantis.

Identity: Unknown to the general public

Place of Birth: Unknown, presumably Atlantis

Marital Status: Single

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: Member of the *Defenders*

Present Group Affiliation:

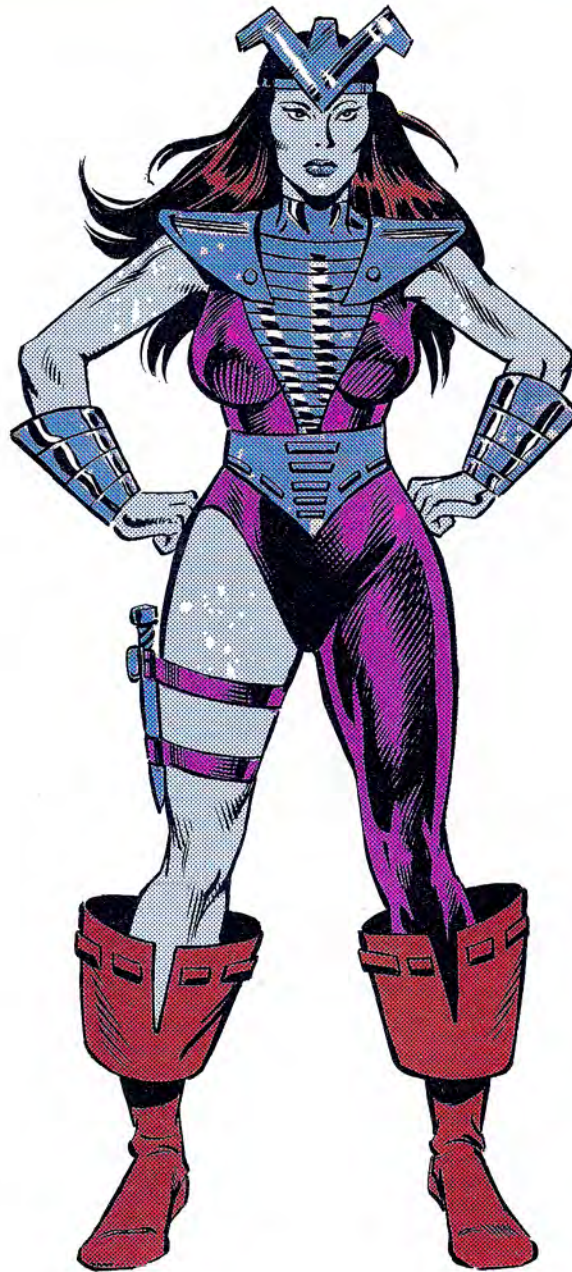
KNOWN POWERS

Water Breathing: As a member of the race of Homo Mermanus, Andromeda can breathe underwater without penalty. However, without special aid she will die if in open air, "drowning" in ten minutes. To counteract this, Andromeda uses a serum that allows her people to survive up to 12 hours out of water, and in addition provides the skin color of a surface-dweller. Presumably she has a method of generating this serum in her ship.

Body Armor: As an Atlantean, Andromeda has a tougher skin to allow her to survive in great depths. She has Poor Body Armor from physical attacks.

Swimming: Andromeda can move 6 areas per round while swimming.

Trident: Andromeda can use many weapons, but prefers the Atlantean trident. She may hurl the trident up to 5 areas, for Good Throwing Edged damage, or wield it in Edged combat for similar damage. She may also use it to do Excellent Blunt damage.



Warship: Andromeda has in her possession an Atlantean warship with numerous abilities, not all of which have been revealed. It can move underwater at Remarkable speed and fly at Incredible speed. In addition, it has onboard computers capable of duplicating common items (such as the serum and credit cards), and is protected by at least a pair of Incredible Strength Atlantean laser cannons.

Talents: Andromeda is skilled in Martial Arts A and has the Sharp Weapons Skill for a +1 CS.

Contacts: Andromeda presumably had access to Atlantean technology, but the exact nature of this content was never revealed.

ADDITIONAL NOTES:

HISTORY

Very little is definitely known about Andromeda. She claims to be a major in the Atlantean armed forces. Since Atlantean society, including the military, is so male-dominated, she says that she believed she could advance no further within it. Therefore, she asserts, she came to the surface world, inspired by the stories of the adventures that the Sub-Mariner, Atlantis's former ruler, had there, and sought out the team of adventurers to which he once

belonged, the Defenders. At first Andromeda posed as a surface woman, aided by a serum that enabled her to breathe air and that changed her skin color, and called herself Andrea McPhee. She has recently revealed to the Defenders that she is a member of the Atlantean race.

In a battle with Moondragon, Andromeda, along with many other Defenders, made the ultimate sacrifice. Her spirit has recently been bound into service by a blood sacrifice by Dr. Strange.

ROLE-PLAYING NOTES

Andromeda tends to act superior in any and all circumstances. She is secretive by nature and will rarely tell more than she thinks her allies need to know.

ANGAR THE SCREAMER

STATISTICS

F TY (6)
A GD (10)
S TY (6)
E GD (10)
R TY (6)
I GD (10)
P TY (6)

Health: 32

Karma: 22

Resources: PR (4)

Popularity: -5

BACKGROUND

Real Name: David Allan Angar

Occupation: Former activist, now criminal for hire

Legal Status: U.S. Citizen with a criminal record

Identity: Publicly known

Place of Birth: San Francisco, California

Marital Status: Single

Known Relatives: None

Base of Operations: San Francisco

Past Group Affiliations: None

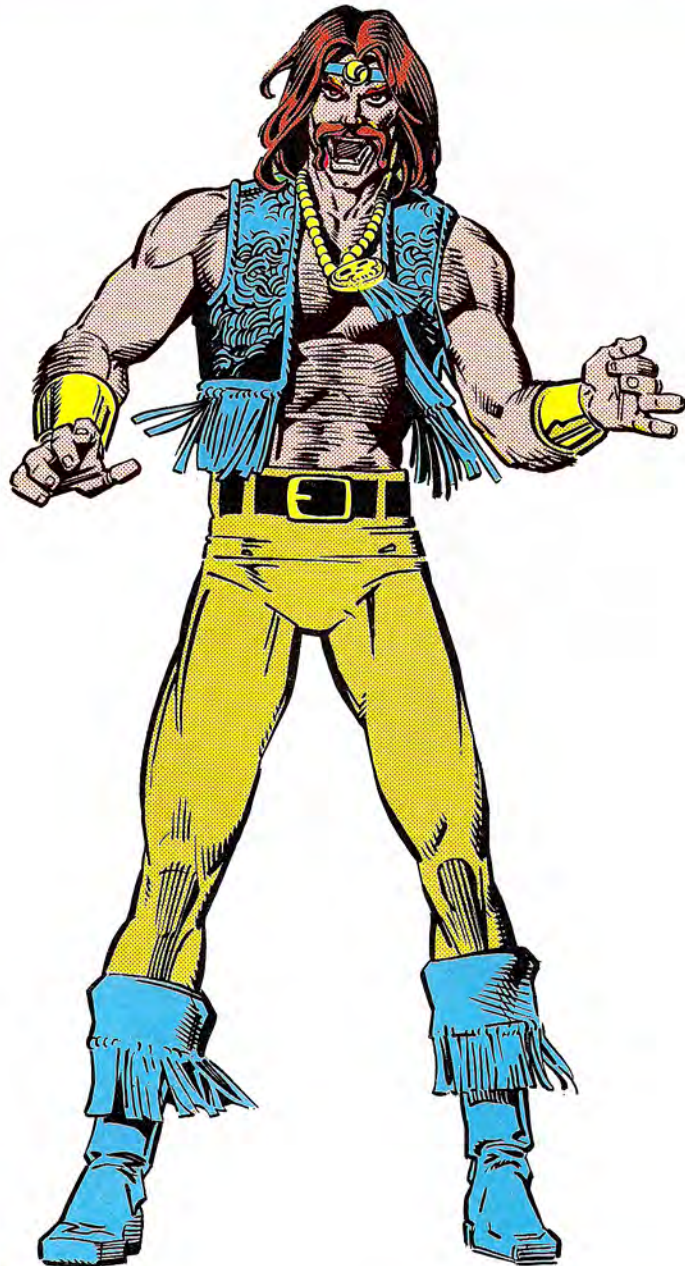
Present Group Affiliation:

KNOWN POWERS

Hallucinatory Scream: Angar the Screamer can "scream" in such a manner as to stimulate the chemicals of the brain to cause hallucinations. When he "screams" (at Amazing rank), anyone within 6 areas will be incapacitated by horrifying nightmares if they do not make a Psyche FEAT roll. At six areas the effect will last for one hour, and for every area closer, double the time. He can continue "screaming" for up to one hour, as long as he does nothing more strenuous than walking. People affected by his scream must make an Amazing Psyche FEAT roll to remember that Angar was present.

Talents: None

Contacts: None



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Having very little else going for him, Angar depends almost entirely on his hallucinatory scream. He is extremely overconfident as long as everyone is being affected by his powers. Angar's schemes are direct and unsubtle. He is not a killer by nature and will. It is possible to appeal to his youthful 60's idealism.

HISTORY

David Angar, a radical social activist, volunteered to undergo an experiment to confer upon him superhuman powers. Subjected to technology brought to Earth from Titan by the priestess Moondragon, Angar acquired unusual vocal powers. While Moondragon hoped to create more allies against the mad Titan Thanos, her erstwhile partner, Kerwin J. Broderick, employed Angar as a special operative for his own criminal enterprises. Angar's first assignment was to destroy Daredevil and the Black Widow, but Daredevil talked him out of becoming a murderer. Since then, Angar has used his power for personal gain, and his schemes have brought him in conflict with Iron Fist and the original Spider-Woman, among others.

APE-MAN



STATISTICS

F	EX (20)
A	GD (10)
S	RM (30)
E	RM (30)
R	TY (6)
I	TY (6)
P	TY (6)

Health: 90

Karma: 18

Resources: GD (10)

Popularity: -4

BACKGROUND

Real Name: I: Gordon Keller; II: Roy McVey

Aliases: I: Monk Keefer, Gort

Occupation: Professional criminal

Legal Status: US citizens with criminal records

Identity: Publicly known

Place of Birth: Unknown

Marital Status: Unknown

Known Relatives: None

Base of Operations: Mobile

Present Group Affiliation:

KNOWN POWERS

Demihuman Form: During the period when Keefer was an actual apeman, all his Physical abilities and powers increased +1CS.

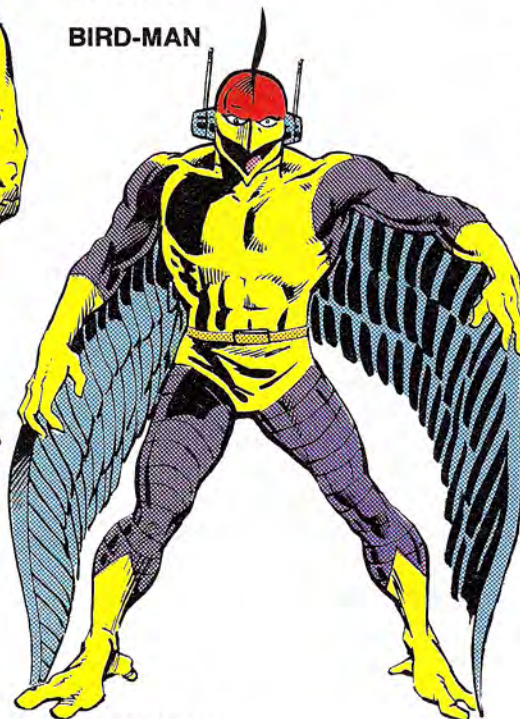
Body Armor: The costume gives Good protection from physical and energy attacks.

Talents: Petty criminal skills, Brawling

ROLE PLAYING NOTES

Ape-Man acts as the team's brute force. He handles the heavy tasks while the others sit back. In a battle, Ape-Man squares off against the visibly strongest member of the opposing group.

BIRD-MAN



STATISTICS

F	EX (20)
A	EX (20)
S	GD (10)
E	GD (10)
R	TY (6)
I	TY (6)
P	TY (6)

Health: 60

Karma: 18

Resources: PR (4)

Popularity: -4

BACKGROUND

Real Name: I: Henry Hawk; II: Achille Dibacco

Occupation: Professional criminals

Legal Status: US citizens with criminal records

Identity: Publicly known

Place of Birth: Unknown

Marital Status: Unknown

Known Relatives: None

Base of Operations: Mobile

Present Group Affiliation:

KNOWN POWERS

Demihuman Form: During the period

when Hawk was an actual avianoid, his Physical Abilities and Power increased +1CS.

Cyborg Exoskeleton: Good material; electrical mini-motors provide power for the wings to operate.

Body Armor: The costume gives Good protection from physical and energy attacks.

Winged Flight: Excellent speed.

EQUIPMENT:

Blaster: A pistol firing Excellent Intensity plasma bolts (range 2 areas).

Talents: The Bird-Man is an excellent acrobat.

ROLE PLAYING NOTES

The Bird-Man acts as aerial support for the team. Against non-flying foes, he remains in the air and fires at them with his blaster. If flying opponents are present, he attacks them first.

CAT-MAN



STATISTICS

F	EX (20)
A	EX (20)
S	EX (20)
E	EX (20)
R	TY (6)
I	TY (6)
P	TY (6)

Health: 80
Karma: 18
Resources: TY (6)
Popularity: -5

BACKGROUND

Real Name: I: Townshend Horgan;
II: Sebastian Patane
Occupation: Professional criminals
Legal Status: US citizens with criminal records
Identity: Publicly known
Place of Birth: Unknown
Marital Status: Unknown
Known Relatives: None
Base of Operations: Mobile
Present Group Affiliation:

KNOWN POWERS

DemiHuman Form: During the period when Horgan was an actual felinoid, his Physical abilities and powers increased +1CS.

Cyborg Exoskeleton: Good material.
Body Armor: The costume gives Good protection against physical and energy attacks, Excellent protection against Edged or Slashing attacks.

Claws: Incredible damage. Ordinarily the claws were part of the costume; however, Horgan temporarily had anatomical claws.

Talents: Besides criminal skills, they were trained in knife-fighting and wall scaling (Remarkable rank).

ROLE PLAYING NOTES

Cat-Man uses his abilities and claws to gain initial access for the team by breaking into a targetted area. In battle the Cat-Man squares off against opponents who either have claws or other weaponry or are visibly the best fighters.

DRAGONFLY

STATISTICS

F	GD (10)
A	EX (20)
S	GD (10)
E	EX (20)
R	TY (6)
I	TY (6)
P	TY (6)

Health: 60
Karma: 18
Resources: PR (4)
Popularity: -1

BACKGROUND

Real Name: Unknown
Occupation: Professional criminal
Legal Status: US citizen with criminal record
Identity: Known to authorities
Place of Birth: Unknown
Marital Status: Unknown
Known Relatives: None
Base of Operations: Mobile
Present Group Affiliation:

KNOWN POWERS

DemiHuman Form (temporary): When she was actually a dragonfly-woman, all her Physical abilities and powers increased +1CS.

Body Armor: Good protection from physical and energy attacks.

Winged Flight: Good speed.

EQUIPMENT:

Blaster: Remarkable Stun, range 2 areas. This was incorporated into her gloves.

Claws: Good damage.

Talents: She is a Remarkable acrobat.

ROLE PLAYING NOTES

Dragonfly prefers to fly above the reach of non-flying opponents, then swoop down to rake them. She seeks out female flying opponents. Dragonfly is a self-preservationist with little team loyalty. If the group is captured, she will escape alone without helping the other Ani-Men escape.

FROG-MAN



STATISTICS

F	GD (10)
A	EX (20)
S	EX (20)
E	GD (10)
R	TY (6)
I	TY (6)
P	TY (6)

Health: 60
Karma: 18
Resources: PR (4)
Popularity: -1

BACKGROUND

Real Name: Francois le Blanc
Aliases: Frog le Blanc, Croaker
Occupation: Professional criminal
Legal Status: French emigre, naturalized US citizen with criminal record
Identity: Publicly known
Place of Birth: France
Marital Status: Unknown
Known Relatives: None
Base of Operations: NYC area
Past Group Affiliations:
Present Group Affiliation:

KNOWN POWERS

DemiHuman Form: During the time when he was actually transformed into a humanoid frog, all his Physical Abilities and Powers increased +1CS.

Body Armor: His costume gives him Good resistance to physical and energy attacks.

Hyper-Leaping: Excellent leaping ability (30' up/across).

Talents: He is a skilled acrobat and high-jumper.

ROLE PLAYING NOTES

Frog-Man uses his leaping talents to cross barriers and to attack. He tends to attack the stranger-looking members of an opposing team. He was the least active member of the Ani-Men, perhaps because he was the most ludicrous-looking.

STATISTICS

F IN (40)
A IN (40)
S AM (50)
E MN (75)
R RM (30)
I GD (10)
P RM (30)

Health: 205

Karma: 70

Resources: MN (75)

Popularity: -30

BACKGROUND

Real Name: Annihilus

Occupation: Conqueror, Destroyer of Life

Legal Status: Citizen of Arthros, Planet in Sector 17A of the Negative Zone

Identity: Not known to the general public of Earth

Place of Birth: Planet of Arthros, Negative Zone

Marital Status: Perhaps inapplicable

Known Relatives: None

Base of Operations: Sector 17A of the Negative Zone

Past Group Affiliations: Partner of Blastaar

Present Group Affiliation:

KNOWN POWERS

Body Armor: Annihilus's insectoid hide provides him with Incredible protection from physical or energy attacks.

Flight: Annihilus can move at Remarkable Speeds (10 areas/round) in atmospheric conditions. He can move at higher rates (up to Class 1000) in space, using the *Cosmic Control Rod*.

Cosmic Control Rod: As Annihilus's chief weapon and source of his power, the *Cosmic Control Rod* allows the wielder to manipulate vast amounts of cosmic energy. With this energy, the wielder may perform various functions:

- The wielder does not age, and is Invulnerable to Disease, Radiation, Heat and Cold.
- The wielder may increase any one physical ability to Unearthly rank.
- The wielder may fire bolts of cosmic energy (either Force or Energy) of up to Unearthly Power rank.



- The wielder may manipulate non-organic matter (but not transmute elements) with Unearthly ability.

If deprived of the *Cosmic Control Rod*, Annihilus is -3 CS on all FEATs, and in addition begins to age and lose Endurance at a rate of one rank per week.

Minions: As the conqueror of a large section of the Negative Zone, Annihilus commands an army of alien creatures. Typical stats for these minions are:

F **A** **S** **E** **R** **I** **P**
RM **TY** **GD** **PR** **PR** **PR** **PR**

These creatures may have claws, wings, and, occasionally, superior powers, though nothing above the Remarkable level. Such minions are often armed with energy pistols which deal Remarkable damage.

Talents: Annihilus has Engineering Talent.

Contacts: None

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Annihilus is driven by two things: a thirst for power and a paranoia of his own death (through theft of the rod). He will go to any lengths to satisfy these two drives. He is haughty and arrogant, and will never acknowledge any being as his equal.

HISTORY

Untold years ago, voyagers from the world Tyanna in the Negative Zone, an extradimensional universe made of antimatter, set forth to seed the barren worlds of the Zone with living organisms that they had bioengineered in the form of spores. One of the Tyannan ships crashed upon the barren volcanic planet Arthros, and the dying voyagers released all of their life spores as their final act.

One of the spores grew into an insectoid being who possessed great intelligence through mutation. This being, who would become known as Annihilus, discovered the Tyannan starship and found within it a knowledge-transference helmet. Annihilus used the helmet to learn the history and the accumulated knowledge of the Tyannans. Using that knowledge, Annihilus increased his strength and intelligence and created the Cosmic Control Rod from the canisters that held the life spores and the technology of the starship. The Cosmic Control Rod not only enabled Annihilus to wield

great power, but also extended his life span indefinitely as long as he possessed it. Annihilus used his newly acquired power to become the master of the other life forms that had risen on Arthros from the spores, and soon he set forth to conquer the neighboring worlds in the Negative Zone.

Annihilus was driven by an insane obsession with averting his own death at any cost. In order to prevent his death, Annihilus obsessively guarded his Cosmic Control Rod and sought to destroy any other living being whom he imagined, justifiably or irrationally, of being a possible threat to his existence. In recent years Annihilus formed a partnership with Blastaar, another powerful being of the Negative Zone, who stole his Cosmic Control Rod. As a result, Annihilus's body, which had been prevented from aging for untold years by the Rod, rapidly began to deteriorate. Since then, he has tricked Blastaar and the Fantastic Four into returning the Cosmic Control Rod and remains a threat to all who would journey in the Negative Zone.

STATISTICS

F GD (10)
A GD (10)
S TY (6)
E TY (6)
R EX (20)
I TY (6)
P TY (6)

Health: 32

Karma: 32

Resources: GD (10)

Popularity: 20

BACKGROUND

Real Name: Scott Edward Lang

Occupation: Former burglar, now Electronics Technician

Legal Status: Citizen of the U.S. with a criminal record

Identity: Secret

Place of Birth: Coral Gables, Florida

Marital Status: Divorced

Known Relatives: Peggy Rae (wife), Cassandra Eleanor (daughter), Ruth (sister), Carl (brother-in-law)

Base of Operations: New York City

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS

Shrinking: Ant-Man has shrinking powers of Incredible rank through the use of Henry Pym's shrinking gas. Lang retains his normal Strength (for combat purposes) when reduced in size. This gas can also be used to shrink other people and objects. A person shrunk in this manner must make a Psyche FEAT roll at Excellent rank to resist the paralyzing shock of being reduced in size for the first time, or become petrified with fear for 1-10 rounds.

Insect Communication & Control: Cybernetic circuitry in Ant-Man's helmet gives him this power at Remarkable rank. Established power stunts include using insect swarms to attack foes and using insects to spell out messages on floors.

Flying Ant: Ant-Man often rides a flying ant that flies at Poor speed.

Loudspeaker: Built into the helmet, this allows Lang to talk at normal volume when he is reduced in size.

Resistance to Toxins: Lang's helmet has a retractable facemask that provides Excellent protection against



respiratory gases.

Talents: Ant-Man has Computers, Electronics, and Repair/Tinkering skill. He also has enough Business/Finance skill to run a small shop.

Contacts: Ant-Man has helped the Avengers on occasion. He was a former employee of Stark International and still takes occasional odd jobs for Tony Stark and Iron Man (he is not aware of the dual identity). He is a friend of both Henry Pym and Janet Van Dyne.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Ant-Man is reluctant to be a full-time superhero. He prefers to use his powers as an adjunct to other activities, or to help out his friends. His one great love is his daughter, on whom he dotes. A true fan of TV and movies, he often finds parallels between his own adventures and those of media characters.

HISTORY

Scott Lang was an electronics expert who could not support his family doing repair work so he turned his talents to burglary. Apprehended, he served his prison sentence and was paroled in three years for good behavior. Lang had furthered his studies of electronics while in prison and was soon hired by Stark International to work in its design department. When his daughter was diagnosed as having a serious congenital heart condition, Lang sought the aid of surgeon Dr. Erica Sondheim, whom he believed to have been held prisoner at Cross Technological Enterprises. Desperate to help his daughter, Lang decided to resort to burglary. Breaking into the New Jersey home of Dr. Henry Pym, Lang stole his Ant-Man uniform and shrinking gas canisters. Unknown to him, Pym observed the theft and in his guise as Yellowjacket, followed Lang, curious to see to what use he

would put the paraphernalia. Garbed as Ant-Man, Lang broke into Cross and discovered Dr. Sondheim was indeed being held prisoner by Darren Cross, president of Cross Technological Enterprises, who needed her expertise to correct his own heart condition. Rescuing her and defeating Cross, Lang was relieved when Sondheim was able to save the life of his daughter. Lang intended to return the Ant-Man costume to its owner and turn himself in, but Henry Pym, aware of the use to which Lang put the stolen goods, offered to let him keep them providing he put them to lawful use.

Since that time, Lang has donned the Ant-Man costume on various occasions to assist Iron Man, the Avengers, or the law, although he still considers himself a part-time costumed crimefighter. When Stark International became Stane International, Scott Lang resigned out of respect to Anthony Stark, its former head. Lang currently operates his own electronics store.

APOCALYPSE AND FOUR HORSEMEN

APOCALYPSE

STATISTICS

F EX (20)
A GD (10)
S RM (30)
E UN (100)
R RM (30)
I GD (10)
P GD (10)

Health: 160

Karma: 50

Resources: AM (50)

Popularity: -5

BACKGROUND

Real Name: Unknown

Occupation: World conqueror

Legal Status: None

Identity:

Place of Birth: Secret

Marital Status: Single

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: Leader of the Alliance of Evil, Leader of the Four Horsemen

Present Group Affiliation:

KNOWN POWERS

Molecular Rearrangement: Apocalypse is a mutant with Monstrous control over every molecule in his body. He can rearrange and re-structure it as he desires. This allows him to appear like anyone he desires, even to the point of being able to increase or decrease his height. He can stretch his body up to 3 areas away and maintain his full dexterity. He can stretch beyond to 4 or 5 areas, but must make an Endurance FEAT roll to do so. By flailing out his body in different directions, Apocalypse can attack up to four opponents at one time who are not standing adjacent, but are in his range. This power also gives him the equivalent of the Wrestling talent.

Apocalypse's molecular rearrangement power allows him to constantly renew his cells, thus he never ages. This is identical to the Immortality power.

Apocalypse has another added benefit from being able to rearrange his molecular structure. His body does not sustain physical and energy damage like molecularly stable bodies. Any physical or energy attack directed at Apocalypse must be considered -2 CS in rank for the purpose of damage, stunning, etc.

Talents: Apocalypse has the Engineering talent, and his Reason is considered Amazing in the fields of hi-tech device creation and repairs. He also has the Leadership talent.

Contacts: Unrevealed



ROLE-PLAYING NOTES

Apocalypse's long life has driven him insane. He is cruel and vicious, and believes that he is superior to mutantkind as well as mankind. He views his fellow mutants as cannon fodder in his war for world domination.

PESTILENCE

STATISTICS

F TY (6)
A TY (6)
S TY (6)
E RM (30)
R PR (4)
I TY (6)
P GD (10)

Health: 48

Karma: 20

Resources: FB (2)

Popularity: -30

BACKGROUND

Real Name: Unrevealed, also known as "Plague"

Occupation: Horseman

Legal Status: Citizen of the U.S. with no criminal record

Identity: Secret

Place of Birth: Unknown

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: The Morlocks, the Four Horsemen

Present Group Affiliation:

KNOWN POWERS

Disease: Pestilence has the power to carry disease within herself and pass it on to others. She is immune to all diseases. She infects a target by hitting them with a green Fighting FEAT roll.

Infection usually results in an immediate -3 CS reduction in all abilities, with an equivalent drop in health. If any ability rank drops to 0, the character falls unconscious. After the reduction takes effect, the victim must make an Endurance FEAT roll using his lowered level of Endurance. Characters whose powers include healing or a high resistance to diseases receive a +2 CS to their Endurance for this roll. Success indicates the process has been halted; otherwise the character abilities fall to 0 and the character goes into a coma. Comatose characters can still make Endurance FEAT rolls, but failure indicates death. Medical help can stabilize a comatose character, and Karma may be added to prevent

death. Full hospitalization can reverse these effects.

Talents: None

Contacts: None

ROLE-PLAYING NOTES

Pestilence is a woman in her sixties who has seen much in her lifetime. She is not particularly impressed by Apocalypse, but is willing to follow his commands in return for power.

WAR

STATISTICS

F RM (30)
A GD (10)
S FB (2)
E PR (4)
R TY (6)
I GD (10)
P TY (6)

Health: 46

Karma: 22

Resources: FB (2)

Popularity: -30

BACKGROUND

Real Name: Abraham Lincoln Kieros

Occupation: Former soldier, Horseman

Legal Status: Citizen of the U.S. with no criminal record

Identity: Secret

Place of Birth: Athens, Georgia

Marital Status: Single

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: Member of the U.S. Armed Forces, the Four Horsemen

Present Group Affiliation:

KNOWN POWERS

Detonation: By clapping his hands, War can cause an explosion of Amazing magnitude and range.

Talents: As an ex-soldier, Kieros has the Military talent and a +1 CS with guns.

Contacts: None

ROLE-PLAYING NOTES

Kieros is a bitter man who believes that his country has deserted him and therefore feels no guilt about striking back as a Horseman of Apocalypse.

FAMINE

STATISTICS

F FB (2)
A GD (10)
S FB (2)
E TY (6)
R GD (10)
I TY (6)
P GD (10)

Health: 20

Karma: 26

Resources: FB (2)

Popularity: -35

BACKGROUND

Real Name: Autumn Rolfson

Occupation: Former student, Horseman

Legal Status: Citizen of the U.S. with no criminal record, legally a minor

Identity: Secret

Place of Birth: Cleveland, Ohio

Marital Status: Single

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: Four Horsemen

Present Group Affiliation:

KNOWN POWERS

Cell Rot: Famine can rot any organic food source with Monstrous rank power and range.

By using her power on people, Famine can induce extreme hunger. Her victims take Excellent damage and must make a Psyche FEAT roll against Monstrous intensity to do anything against the hunger pangs.

Talents: None

Contacts: None

ROLE-PLAYING NOTES

Famine has an almost pathological hatred of food and anyone who is well-fed.

SPECIAL EQUIPMENT

Power Suit: Pestilence, War, and Famine all wear Power Suits that provide Remarkable rank Body Armor against all types of attacks. The suits also raise their Strength and Endurance to Remarkable, although their Health does not change.

War Horse: These three also ride special mechanical beasts that can fly at Typical speed. They also provide the rider with an Incredible rank Personal Force Field. The horses are made of Remarkable Strength material.

DEATH

STATISTICS

For Statistics, Background, Talents, Contacts, and previous History, see the *Archangel* entry.

KNOWN POWERS

Power Suit: Angel's specially designed Death-suit allows him to Fly at Excellent speed. The wings are razor-sharp and do Incredible Edged damage to anything that Death is flying past that he wishes to attack. The wings can also fire a barrage of feather-shaped neural disruptors, filling up to two areas. Anyone in these areas must make an Endurance FEAT roll against Monstrous intensity or be paralyzed for 2-20 rounds. These disruptors can also be used as range weapons, inflicting Excellent Throwing Edged damage up to 5 areas away.

The suit provides him with Remarkable rank Body Armor against all types of attacks. The suit also raises his Strength to Remarkable, although his Health does not change.

ROLE-PLAYING NOTES

As Death, Warren is somber and brooding. As a Horseman he believed his X-Factor comrades to be responsible for the loss of his wings.

STATISTICS

(as Wundarr)

(as Aquarian)

F	EX (20)	F	PR (4)
A	GD (10)	A	GD (10)
S	AM (50)	S	RM (30)
E	AM (50)	E	AM (50)
R	FB (2)	R	TY (6)
I	TY (6)	I	IN (40)
P	PR (4)	P	RM (30)
Health: 130		Health: 94	
Karma: 12		Karma: 76	
Resources: FB (2) (for both)			
Popularity: 0		Popularity: 10	

BACKGROUND

Real Name: Wundarr

Occupation: Prophet

Legal Status: Citizen of Dakkam, Illegal alien on Earth

Identity: His alien status is not widely known

Place of Birth: Dakkam, second planet in the R Aquarii system (Earth designation)

Marital Status: Single

Known Relatives: Hektu (father, deceased), Soja (mother, deceased)

Base of Operations: Mobile

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS

Leaping: Wundarr was able to leap at Class 3000 ability, covering 25 areas in a single round. Due to his null-field, Aquarian has lost this ability.

Energy Absorption: Wundarr accumulates 1 point of energy every round. Every time he uses his Strength or Leaping ability, this accumulated energy drops to 0. If the total energy reaches 100 points, it is involuntarily released as one Unearthly Force Blast against everyone and everything within 10 areas.

Shortly after Wundarr's arrival on Earth, Mr. Fantastic designed a special containment suit that negated this handicap. Aquarian's null-field automatically negates it and he no longer wears the suit.

Null-Field: Aquarian's body is surrounded by a perpetual field that dampens all forms of energy (light, electricity, magnetism, high-frequency energies, sound, and gravity). The field affects everything in Aquarian's area. The field reduces

all attacks within the area, even those not directed at Aquarian, by 10 CS.

- Aquarian can expand the range of his null-field out to 10 areas, or contract it to within 5" of his body. He must make a Green FEAT roll every round that he wishes to control the field's radius, or it reverts to its original size.

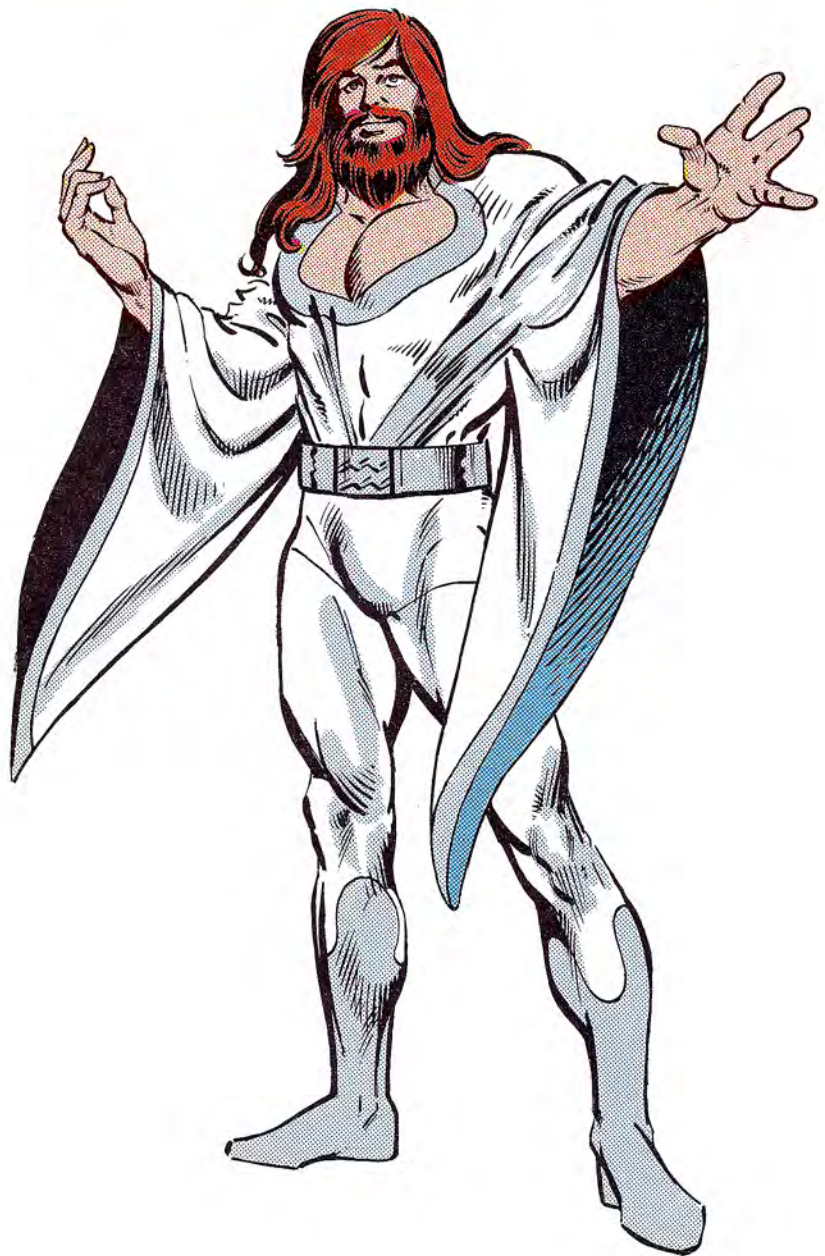
- Because his field dampens gravity, the Aquarian can levitate at will. He can levitate to the extremes of his

field (i.e. 5" to 10 areas). While levitating he can move no faster than walking speed.

Animal Empathy: The Aquarian has this ability at Poor rank, but it is against his ethics to control any living creature.

Talents: The Aquarian has the First Aid skill.

Contacts: In the past, the Aquarian has enjoyed the friendship of Man-Thing, Namorita, the Thing, Captain



America, Quasar, Giant-Man (Bill Foster), the maturing Cosmic Cube, and the Shaper of Worlds.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

As Wundarr, he possessed the mentality of a two-year old, one whose tantrums could be particularly violent. As the Aquarian, he follows the path of universal peace, justice, and harmony.

HISTORY

Wundarr was born on the planet Dakkam to the extremely humanoid-looking alien race native to that world. As an infant, Wundarr was placed inside a rocket and sent into space when his father incorrectly predicted planetwide destruction. Spending the interstellar voyage in suspended animation, Wundarr eventually came within the gravitational influence of Earth and was bombarded by cosmic rays in Earth's outer atmosphere. This radiation endowed him with certain superhuman physical powers. Crash-landing on Earth, Wundarr grew to maturity within the ship, having been released from suspended animation by the crash. Eventually he was set free by the Man-Thing. Due to his lack of experience and education, Wundarr acted mentally and emotionally retarded. For a brief time he was placed in the custody of the Thing, but Namorita "adopted" him

shortly thereafter. Government agents learned of his superhuman abilities and illegal alien status and brought him to the government energy research facility, Project: Pegasus, for study.

Wundarr's mild energy-dampening powers were used to probe the power object called the Cosmic Cube. In an accidental power overload, Wundarr's mind and body were overwhelmed by the Cube's energies. Consequently, Wundarr's energy-dampening abilities were greatly heightened but his mind was shut down, as it was not yet able to cope with the influx of new power. In communion with the sentience of the Cosmic Cube, Wundarr gained great knowledge and a sense of purpose. Emerging from his coma, he renamed himself the Aquarian and set forth to use his new powers to bring peace and enlightenment to the world. He has since helped the sentient lifeform in the Cosmic Cube metamorphose into its next state of being.

STATISTICS

F EX (20)
A EX (20)
S GD (10)
E GD (10)
R TY (6)
I TY (6)
P GD (10)

Health: 60

Karma: 22

Resources: EX (20)

Popularity: 5

BACKGROUND

Real Name: Abdul Qamar

Occupation: Bedouin chieftain

Legal Status: Citizen of Saudi Arabia, with no criminal record

Identity: Secret

Place of Birth: Aqabah, Saudi Arabia

Marital Status: Married

Known Relatives: Maya, Rana, Almira (wives), Falsal, Hassim (sons)

Base of Operations: Mobile; region of Saudi Arabia and Ahmet, Egypt

Past Group Affiliations: None

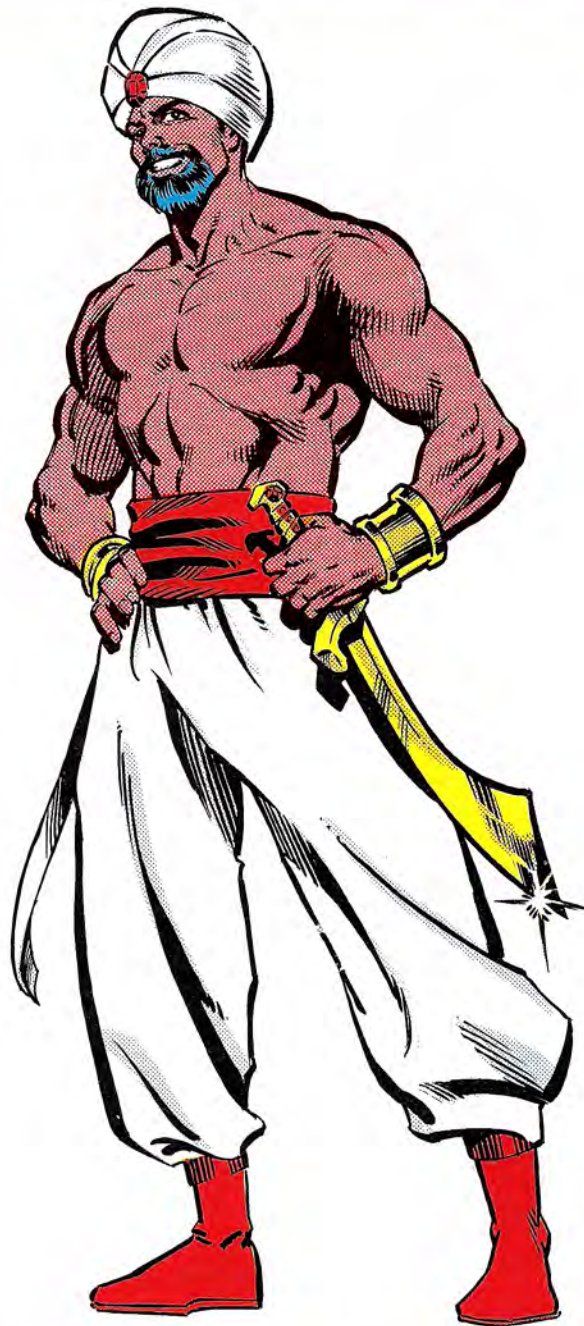
Present Group Affiliation:

KNOWN POWERS

Golden Scimitar: The Arabian Knight wields a magical scimitar of Monstrous material. It is capable of firing Incredible strength Force Blasts and will hit automatically against anyone else who wields it without the Arabian Knight's permission.

Magic Carpet: Made of Monstrous material, the Arabian Knight's carpet can fly at Typical speeds. It can levitate to any height, but does not provide the rider with usable air. He can command it to perform such feats as wrapping around an object or person or rolling itself into a cylinder and acting as a battering ram or whip. It does all of these feats at Incredible strength.

Belt-Sash: The Knight's belt-sash is made of the same Monstrous strength material as his carpet. It is eight inches wide and four feet long, but can magically extend its length to almost ten times that (2 areas). By mental command, the Knight can animate the material to serve as poodles, lariat, whip, bridge, or climbing rope. It does all of these at Incredible intensity.



Talents: The Arabian Knight is a Weapons Specialist with his sword (+2 CS). He speaks fluent English and several Arabic languages.

Contacts: The Arabian Knight has several contacts in the Arabian government, and can often call upon their resources. He has good relations with Bruce Banner and Johnny Blaze (the former Ghost Rider).

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Involving himself neither in ordinary street crime or military actions, the Arabian Knight prefers to administer his tribe. He prefers to use his powers only when they are needed by the Saudi government for special assignments for the good of his country. In this way he is almost an Arabian "Captain America."

HISTORY

Seeking shelter in an underground tomb in the eastern desert of Egypt, Abdul Qamar discovered a magical scimitar and flying carpet that had belonged to a thirteenth-century ancestor who had been a champion of his people. Qamar decided to carry on his ancestor's tradition by battling evil as the Arabian Knight.

STATISTICS

F TY (6)
A EX (20)
S TY (6)
E GD (10)
R RM (30)
I EX (20)
P TY (6)

Health: 42

Karma: 56

Resources: RM (30)

Popularity: -5

BACKGROUND

Real Name: Unknown

Occupation: Playboy, assassin

Legal Status: U.S. citizen without a criminal record

Identity: Secret

Place of Birth: Beverly Hills, Cal. (maybe)

Marital Status: Single

Known Relatives: None

Base of Operations: Various "Murderworlds" at scattered locations

Past Group Affiliations: One-time ally of Doctor Doom

Present Group Affiliation:

KNOWN POWERS

Powers: None

Talents: Arcade's Reason is Incredible in the fields of applied technology, architecture, mechanical design and engineering, robotics, and weapons systems.

Weapons: Arcade carries a variety of handguns. His favorite fires monogrammed darts tipped with Amazing Intensity knock-out drops. Five darts per clip; range of 3 areas; able to penetrate Excellent or weaker material.

Contacts: Arcade has two extremely loyal assistants, Miss Locke and Mr. Chambers (listed next). He has Incredible Contacts when he needs to acquire advanced technological items such as weapons and propulsion systems. His fame as an assassin gained him Contacts with pleased clients in the criminal underworld.



ADDITIONAL NOTES:

ROLE PLAYING NOTES

Arcade is a psychotic who enjoys danger and especially killing. He prefers to kill by trapping victims within appropriately furnished Murderworld environments. Arcade never voluntarily confronts his victim; he prefers to remain in his secret control room. In fact, many times his victims never encounter him at all. Arcade will happily flee if defeat is imminent.

HISTORY

Arcade has given differing accounts of his past life, and as yet there is no evidence to substantiate any of these accounts. Apparently Arcade will tell falsehoods about his past to mislead and confuse his opponents for his own amusement.

One of Arcade's accounts states that he was the spoiled son of a millionaire living in Beverly Hills, California. When Arcade turned 21, his father cut off his allowance claiming that he did not deserve it. The next day Arcade killed his father in an explosion, and as a result, he inherited his father's vast wealth. In killing his father, Arcade discovered that he had a talent and liking for murder. He therefore became a hit man (an assassin for hire), and within a year became in his own view the best in the United States. However, Arcade became bored with killing by ordinary means, and so he used his great wealth to construct his first "Murderworld," a hidden complex of high-tech death traps designed in the manner of an amusement park.

Whatever the truth may be about his life to that point, the story of his life after he began using Murderworld is clear. Arcade now kills victims by trapping them within a Murderworld complex. He designs and constructs special traps within Murderworlds for individual victims after studying those victims' specific weaknesses. Arcade's customary fee is one million dollars per victim, which is a token fee, as his expenses incurred are often higher. To Arcade the game itself is more important than the expense or even the winning. Arcade employs two assistants, known only as Miss Locke and Mr. Chambers. Recently, seeking new challenges, he has attempted to kill various superhuman beings in his Murderworlds, including the X-Men, Spider-Man, and Captain Britain, but so far without success.

Currently Arcade leads the Crazy Gang.

MISS LOCKE

STATISTICS

F	GD (10)
A	GD (10)
S	TY (6)
E	GD (10)
R	GD (10)
I	GD (10)
P	GD (10)

Health: 36

Karma: 30

Resources: TY (6)

Popularity: 1

KNOWN POWERS

None

Talents: Miss Locke is trained as an assassin, perhaps even a ninja. She possesses Excellent marksmanship and criminal skills.

ROLE PLAYING NOTES

Miss Locke is a "clean" killer; she simply executes her tasks without exhibiting either the sadism or audaciousness of Arcade. Little is known of her background because she simply will not discuss it. She serves Arcade because of loyalty and the chance to someday own the Murderworld system. However, she will go to extreme lengths to assist Arcade, and may even draft erstwhile opponents into her rescue plans.

MR. CHAMBERS

STATISTICS

F	GD (10)
A	GD (10)
S	TY (6)
E	TY (6)
R	EX (20)
I	TY (6)
P	TY (6)

Health: 32

Karma: 32

Resources: TY (6)

Popularity: 0

KNOWN POWERS

Powers: None

Talents: Mr. Chambers has Remarkable Reason as a mechanical engineer, electrician, architect, and all-around builder. He can kit-bash and repair anything with Remarkable ease.

ROLE PLAYING NOTES

Mr. Chambers is an all-purpose handyman. It is suspected that he is the one who actually builds, maintains, and operates Murderworld. He is a dour man who tends to remain in the background. His relationship to Arcade suggests a slight tension. Whatever their relationship, Chambers is a willing supporter (never participant) of Arcade's murderous activities. The only reason he will enter combat is if he is directly attacked.

STATISTICS

F EX (20)
A RM (30)
S GD (10)
E RM (30)
R GD (10)
I TY (6)
P GD (10)

Health: 90

Karma: 26

Resources: formerly RM (30), now FE (2)

Popularity: 12

BACKGROUND

Real Name: Warren Kenneth Worthington III

Occupation: Former chairman and stockholder of Worthington Industries

Legal Status: United States citizen with no criminal record, officially deceased.

Identity: Publicly known.

Place of Birth: Centerport, Long Island, New York

Marital Status: Single

Known Relatives: Warren K. (grandfather, deceased), Warren K. Jr. (father, deceased), Kathryn (mother, deceased), Burt (uncle, deceased)

Base of Operations: New York City, although he maintained residences in several other cities and an estate in New Mexico

Past Group Affiliations: Former member of the X-Men, the Champions of Los Angeles, and the Defenders, founding member of X-Factor

Present Group Affiliation:

KNOWN POWERS (as Angel)

Flight: Warren flies by means of two natural, feathered wings jutting from his shoulders (wingspan of 16 feet). He normally has Excellent Air Speed, but can spring up to Unearthly Air Speed. If he is flying at maximum speed, he must make an Endurance FEAT roll for every round after the second. Failure indicates he is exhausted and must rest for two rounds before continuing at maximum speed. For the purpose of this power, Warren can rest while flying, but only at a maximum speed of two areas per round. Angel can lift at

least 200 pounds in flight; greater weights require a Strength FEAT roll. Angel's ability to maneuver in the air is Amazing; he has defeated many other airborne opponents by outmaneuvering them. The duration of time Angel can stay airborne is difficult to discern, and would depend on headwinds and other weather conditions, but he has been known to fly

non-stop for 12 hours. Angel's average cruising altitude is 10,000 feet, but he can ascend to 29,000 feet for a few minutes by making a red Endurance FEAT roll. He can hover in place for hours and never has any difficulty using his hands to operate machinery or attack while he is flying.

Adapted Anatomy: Angel's whole



body (bones, musculature, fat cells, etc.) is designed for flight and is extremely light. The result is that he suffers much less physical damage when he drops from a great distance (treat as Remarkable body armor when taking a fall). Breathing and seeing normally, even at high altitudes, is never a problem for Angel. His eyesight is as good as many predatory birds, and his ability to spot an object or person is considered Monstrous when he is flying high in the air.

Talents: Warren has Remarkable Reason in business matters and also knows Martial Arts B. He gains a +2 CS when fighting in aerial combat.

Contacts: While alive, Angel had numerous contacts. When he first left the X-Men, he belonged to the Champions, which consisted of the Black Widow, Darkstar, Hercules, Iceman, and Johnny Blaze (Ghost Rider). He was also a member of the New Defenders, which consisted at that time of Beast, the alien called Cloud, Gargoyle, Iceman, Moondragon, and Valkyrie. He knows a great many people in a variety of business fields through his position of Chairman of the Board of Worthington Industries. He is a member of the Hellfire Club, although not a member of the Inner Circle.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Warren tended to be a free-spirited individual, in many ways a typical "playboy." He considered the original X-Men his "family" and did not have a very high opinion of the new team. Toward the end of his life he was growing extremely disenchant-

ed that the X-Factor organization was inciting the very mutant hysteria he was hoping to end. This ended in his apparent suicide after the loss of his wings.

HISTORY

Warren Worthington III was attending a private school in his adolescence when wings began to grow from his shoulder blades. The wings reached their full adult size within months, but Worthington kept them a secret by strapping them tightly to his back and concealing them under his clothes. At first he thought himself a freak. However, Worthington learned that he could use his wings to fly, and came to enjoy his new ability. Then, one night there was a fire in his dormitory, and he resolved to use his flying power to rescue the people inside. To conceal his identity, Worthington wore a long blond wig and a long nightshirt, so that he looked like an angel. The rescue was successful, and his identity remained a secret. Shortly thereafter Worthington became a costumed crimefighter in New York City under the name of the Avenging Angel. He was then contacted by the X-Men and agreed to join them.

Shortly after Professor Charles Xavier, the founder of the X-Men, recruited several new members for the group, Angel decided to leave the X-Men. After his parents' deaths, Worthington inherited their vast fortune, and he used part of it to found a Los Angeles-based organization of superhuman adventurers called the Champions. Worthington also publicly revealed that he was the Angel, although he and Xavier managed to keep secret Worthington's connection with Xavier's school, the cover and home base for the X-Men. When the Champions failed as an organization, Worthington decided to devote his time from then on to his business duties and to his renewed romance with his longtime girl friend Candace "Candy" Southern. Worthington also briefly returned to the X-Men.

Next the Angel joined the

Defenders and remained with them after the Beast reorganized the group. The Defenders used the mansion and estate that Worthington and associate Candace Southern jointly owned in the New Mexico Rocky Mountains as their base of operations. When the Defenders disbanded, Angel helped found X-Factor.

Angel's wings were severely injured in a battle with the Marauders during their massacre of most of the Morlocks. He was told that his wings were permanently crippled, leaving him unable to fly, and that they had to be amputated.

Despite their efforts to train young mutants and help dampen anti-mutant hysteria, X-Factor actually fueled the flames by acting as mutant-hunters. Much of this was the result of the machinations of Cameron Hodge, their P.R. Man. In reality, Hodge was the Commander of the Right, an anti-mutant organization that wished to see all mutants killed or controlled.

Despite Warren's fevered attempts to prevent the amputation of his wings, Hodge was able to have him declared mentally incompetent, knowing that their loss would drive him to suicide. When Warren apparently killed himself in a helicopter crash, Hodge gained all of the Worthington estate.

Warren was rescued from death by Apocalypse, who brainwashed him into becoming "Death," one of Apocalypse's Four Horsemen. He is currently a member of Excalibur, as Archangel, and now flies by means of mechanical wings. See also Apocalypse.

STATISTICS

F UN (100)
A EX (20)
S UN (100)
E UN (100)
R TY (6)
I EX (20)
P RM (30)

Health: 320

Karma: 56

Resources: Cl1000

Popularity: 10 (50 among soldiers)

BACKGROUND

Other Name: Mars

Occupation: God of War

Legal Status: Citizen of Olympus

Identity: Existence unknown

Place of Birth: Olympus

Marital Status: Married

Known Relatives: Olympian gods

Base of Operations: Olympus

Past Group Affiliations: Olympian Gods

Present Group Affiliation:

KNOWN POWERS

Dimension Travel: Unearthly ability

Regeneration: CL1000 rank

Self-Sustenance: Unearthly rank

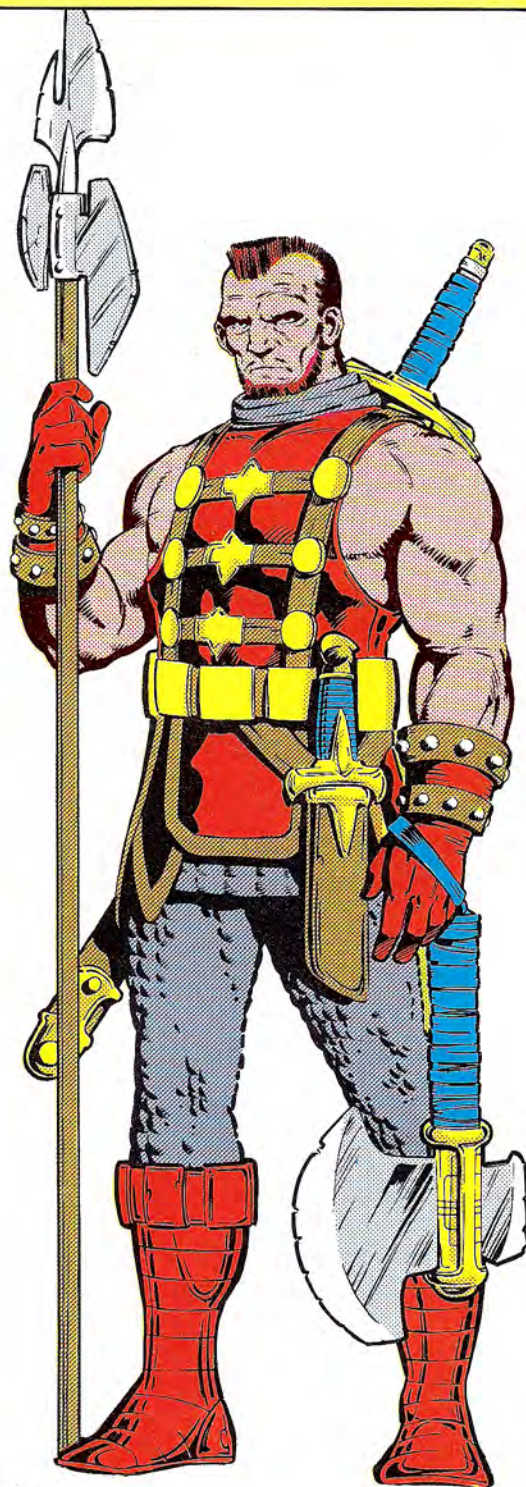
True Flight: Unearthly rank

True Invulnerability: Amazing rank

Talents: His Reason is Monstrous in the field of military science, weapons, and politics.

Contacts: Olympian Gods

ADDITIONAL NOTES:



ROLE PLAYING NOTES

Ares is the War God in every sense of the word. He will gladly enter into personal combat with any divine forces. On Earth, he prefers to work through his worshippers scattered among Earth's armed forces. However, he will come to Earth to battle other gods or similar beings. He will begrudgingly listen to Zeus, his father, or Venus, his half-sister and would-be wife.

HISTORY

Ares is the son of Zeus, monarch of the Olympian gods, and his wife Hera. Ares was worshipped as the god of war in ancient Greece and Rome. However, with the rise of Christianity in the Roman Empire, Zeus allowed the worship of the Olympians to die out, and Ares could

no longer act as patron god of warriors. As a result, over the ensuing centuries Ares grew increasingly dissatisfied with Zeus's rule. He has three times attempted to conquer Olympus, twice in league with his uncle Pluto, god of the Olympian underworld, but each time he has been thwarted through the efforts of his half-brother Hercules and his earthly allies. Ares has hated Hercules since Hercules killed his mon-

strous Stymphalian birds in the days of ancient Greece. Also, in recent years, Ares set two of Earth's nations at war with each other. The conflict threatened to spread over all of Earth, until Ares was forced to put an end to it by his half-sister Venus, whom he has long sought in marriage, and the Sub-Mariner. Venus and the Sub-Mariner extracted a pledge from Ares not to engage in further warmongering on Earth.

STATISTICS

F PR (4)
A TY (6)
S PR (4)
E EX (20)
R PR (4)
I TY (6)
P RM (30)

Health: 34

Karma: 40

Resources: FB (2)

Popularity: 0

BACKGROUND

Real Name: Ariel

Occupation: Petty thief

Legal Status: Citizen of the Coconut Grove

Identity: Secret

Place of Birth: The Coconut Grove

Marital Status: Single

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: Fallen Angels

Present Group Affiliation:

KNOWN POWERS

Illusion casting: Good rank

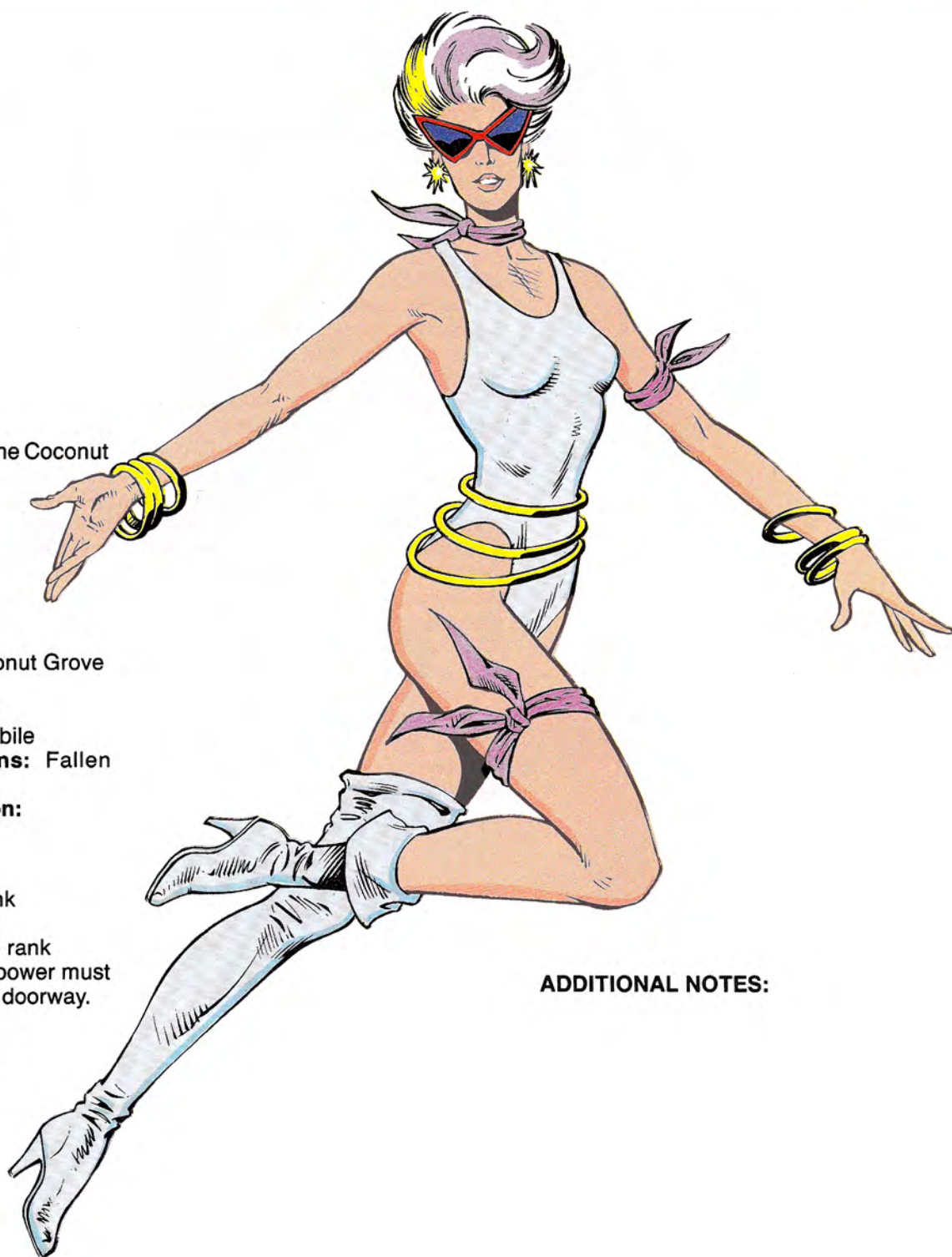
Gateway: Unearthly rank

Telelocation: Remarkable rank

Limitation: Her Gateway power must be connected with a real doorway.

Talents: Unknown.

Contacts: Fallen Angels



ADDITIONAL NOTES:

ROLE PLAYING NOTES

Ariel is a free-spirited anarchist and hedonist who lives the latest fad. She is out to have a good time. Consider her to be a mutant "Valley Girl." Despite her eccentric behavior, she is a loyal team member who will sacrifice much to help out.

HISTORY

Ariel began as a normal girl on the bizarre otherdimensional world of The Coconut Grove. This world is a bizarre collection of all the tackiest trends and fashions of the multiverse. Their propensity for adopting the latest outlandish represents a psychological rejection of the race's extremely stable genetic structure. So many millennia had passed without a mutation that the word itself disappeared from their language. The planet's leader's devised a plan whereby terrestrial mutants would be lured to The Coconut Grove. Their powers would then be used to stimulate the mutation of the race.

Ariel was chosen as that agent and sent to the Earth. She was instrumental in locating members for the Fallen Angels. Then she led the group home. Two things went wrong. Ariel discovered that she and her friend Chance were themselves mutant, and the government refused to let them go. Ariel helped her friends escape to Earth. Following the subsequent break-up of the Fallen Angels, Ariel took off to see more of Earth's wild side.

POWERS

Gateway: This power enables her to create an instant portal linking her current location and her destination. To use it, she must visualize a dimensional doorway and then superimpose that on a real doorway in her vicinity. The door springs open, she steps through, and the doorway returns to its original nature. Ariel can project a doorway to another location with Unearthly accuracy. Note that anything can pass through the open doorway—people, light, sounds, smells, and so on. While such doorways can be used in either direction, the real door is automatically blocked while the power is in use. This is not a super power per se but rather is a racial ability of her people. As Ariel explains it, anyone can do it "with the right hands and a good understanding of subjective physics."

Telelocation: This Remarkable power enables her to locate a desired location within six miles of her. This enables her to teleport to areas she has not previously been in. Note that she can automatically teleport to a familiar location.

Illusion casting: Her Good rank enables her to create illusions within her immediate area. Ariel primarily uses them to distract opponents.

STATISTICS

F IN (40)
A RM (30)
S MN (75)
E IN (40)
R EX (20)
I TY (6)
P EX (20)

Health: 185

Karma: 46

Resources: MN (75)

Popularity: 0 (75 in Polemachus)

BACKGROUND

Real Name: Arkon

Occupation: Imperion (King)

Legal Status: Citizen of Polemachus

Identity: Public unaware of him

Place of Birth: Polemachus

Marital Status: Single

Known Relatives: None

Base of Operations: Polemachus

Past Group Affiliations: Former ally of the Enchantress

Present Group Affiliation:

KNOWN POWERS

True Invulnerability: Incredible rank

Regeneration: Remarkable rank

EQUIPMENT:

Golden Bolts: Creates Gateways with Monstrous ease.

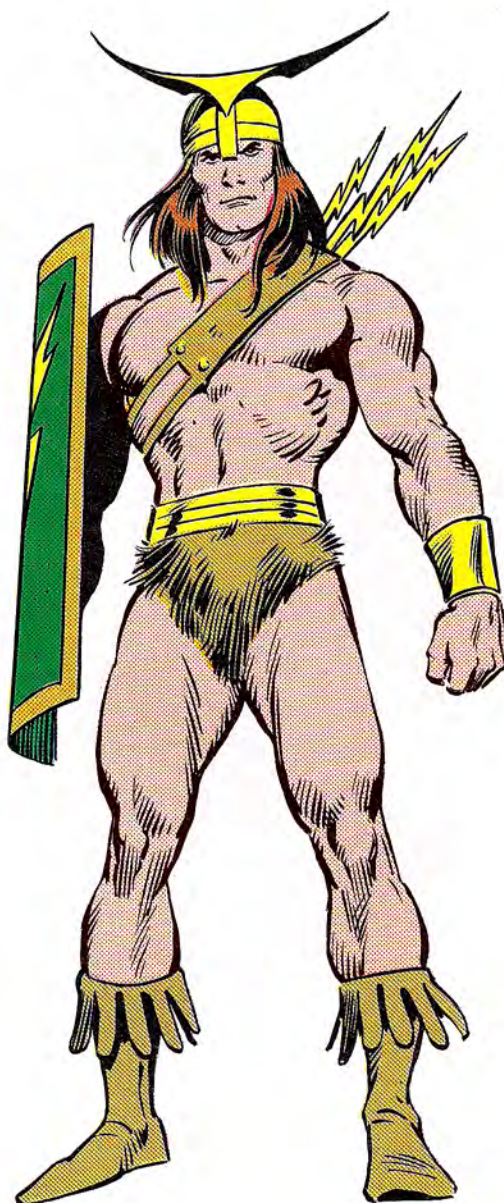
Scarlet Bolts: Remarkable explosive damage

Black Bolts: Monstrous damage

Quiver: The quiver Arkon wears is capable of creating up to 30 energy bolts per day. Only three bolts (one of each kind) are ever in the quiver at one time. A replacement bolt appears one turn after the previous one is removed. The quiver is of Incredible material.

Talents: Arkon is a politician, military commander, and tactician.

Contacts: The Fantastic Four, X-Men.



ADDITIONAL NOTES:

ROLE PLAYING NOTES

Arrogance, bravado, and sheer ego are the key words here. Arkon is his world's ruler and resident superhero. He is dedicated to preserving Polemachus by any means, even attacks against the Earth. Arkon is now on a friendly basis with some of Earth's superhumans. He is strongly attracted to Storm and the Invisible Woman.

HISTORY

Arkon was born of noble lineage on the humanoid-inhabited extradimensional world Polemachus. The people of Polemachus developed a culture that glorifies warfare, and Arkon succeeded in becoming the greatest warrior of his people. Appointed imperion of the largest country on Polemachus, Arkon mounted military campaigns against neighboring countries in an effort to conquer the world. His dreams were forgotten when Polemachus was faced with a world-wide catastrophe: the light- and heat-providing planetary rings were disintegrating. Arkon's scientists determined that atomic explosions occurring on Earth somehow were extradimensionally translated to rekindle the energy rings for about a year. Although Polemachus had not developed nuclear weaponry, the scientists predicted that if they were to atomically annihilate the Earth, their world's energy-rings would be restored to power.

Toward this goal, Arkon manipulated the Scarlet Witch into reciting a magical spell found in a Polemachian book to enable him to transport himself to Earth. Attracted to the Witch, Arkon kidnaped her as well as a group of atomic scientists. The scientists were forced to yield information on nuclear weaponry, which Arkon's scientists used to construct an atomic device. Before Arkon could detonate it on Earth, however, Iron Man managed to build a machine that, when empowered by Thor's hammer, rekindled Polemachus's energy-rings. Arkon then ceased hostilities with Earth.

The Avengers had cause to revisit Arkon's world when their comrade, the Black Knight, was taken captive by Arkon while searching for the Well at the Center of Time. Arkon ceased hostilities with the Earth-men when he learned that he was being duped by the Asgardian Enchantress.

Although his world now possessed the capacity for atomic power, Arkon was dissatisfied with the length of time it took to build a nuclear arsenal. Thus he devised a plan to pit

three extradimensional worlds, one of which was Earth, against one another, in hopes that energy from the resultant nuclear conflagration could be absorbed by his world. His elaborate machinations failed, due to the efforts of the Fantastic Four.

Arkon was forced to return to Earth yet again when the machine that Iron Man had once built failed due to Arkon's tinkering with it. Although Arkon's scientists managed to fix it, the machine needed to be re-energized before it could restore Polemachus's energy-rings. Arkon traveled to Earth to recruit Thor, but when he was unable to locate the thunder god, he settled for Storm of the X-Men, who also had the ability to summon lightning. Apparently unaware of Arkon's two attempts to destroy Earth, Storm agreed to help, and with the assistance of her teammate Cyclops, rekindled Polemachus's rings. Arkon returned the X-Men to Earth shortly thereafter. Still later, the Fantastic Four helped Arkon drive off an extradimensional invasion of Polemachus by the alien Badoon.

STATISTICS

F EX (20)
A GD (10)
S IN (40)
E RM (30)
R TY (6)
I TY (6)
P TY (6)

Health: 100

Karma: 18

Resources: GD (10)

Popularity: -10

BACKGROUND

Real Name: Antonio Rodriguez

Occupation: Professional Wrestler

Identity: Secret

Legal Status: Citizen of the US with a criminal record

Other known aliases: None

Place of Birth: San Antonio, Texas

Marital Status: Married

Known Relatives: Bonita (wife)

Base of Operations: Mobile

Former Group Affiliation: Former henchman of Dr. Karl Malus, member of Unlimited Class Wrestling Federation

Present Group Affiliation:

KNOWN POWERS

Body Armor: Armadillo's body is covered with a thick hide and armor plates, providing Amazing (50) protection from physical and energy attacks, and Excellent (20) protection from heat, fire, acid, and cold-based attacks.

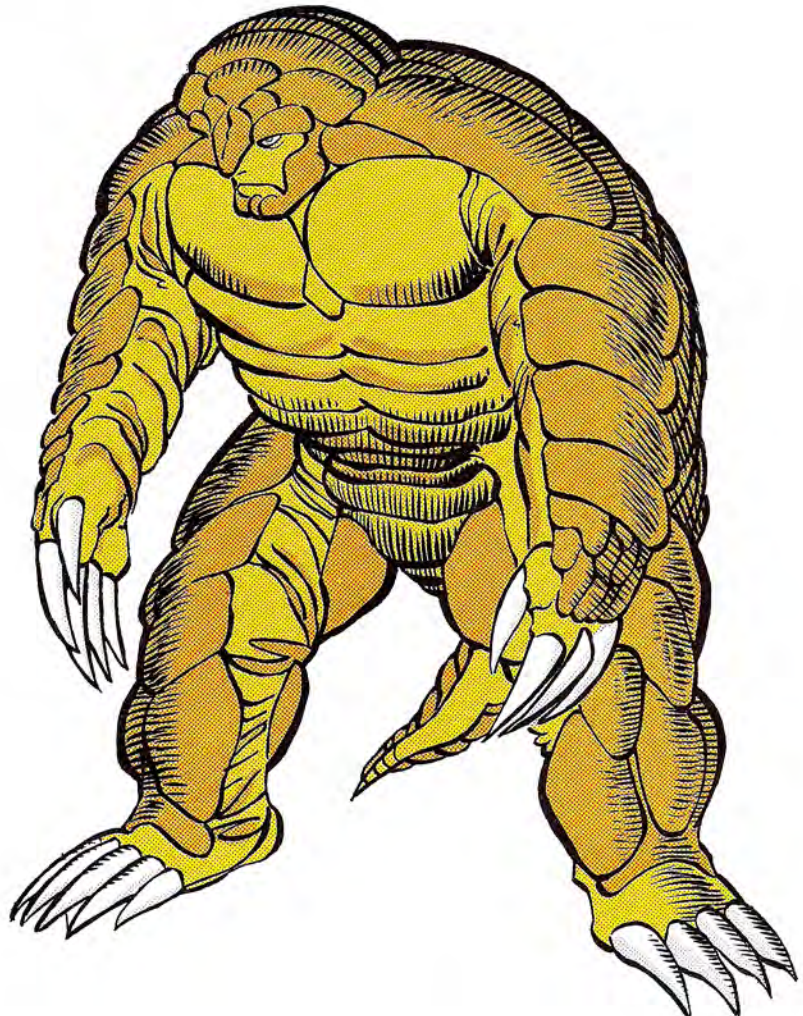
Claws: Armadillo's hands and feet end in long, non-retractable claws which are capable of rending up to Remarkable (30) strength materials. In combat, Armadillo inflicts Incredible (30) Edged Attack Damage. Armadillo has used his claws to tunnel (see below) and climb up buildings. The latter he does at 1 floor per turn, leaving large claw-prints in his path.

Tunneling: Using his powerful claws, Armadillo can burrow through soil and rock of up to Excellent (20) material strength. He may move in this fashion underground at a rate of 1 area per round (Feeble (2) speed).

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Armadillo is a simple man who has been transformed into a huge, orange-skinned behemoth in order to help his wife, Bonita, who later proved to be unfaithful to him. Slow in mind and easily manipulated, Armadillo has been used by individuals such as Karl Malus to further criminal ends. Armadillo is capable of murderous rampages when upset.



HISTORY

Little is known about the background of Antonio Rodriguez other than that he has a criminal record and a wife named Bonita. His wife critically stricken with an undiagnosed disease, Rodriguez took her to every doctor who would see her but none was able to help her. In desperation, he sought Dr. Karl Malus, a criminal scientist who specializes in the generation and bestowal of superhuman powers, whom he had heard about while in prison. Malus agreed to try to cure her in exchange for the man agreeing to become his test subject and employee for an indefinite period of time. Malus had long

been interested in acquiring a superhuman henchman, particularly after his experiments on the Fly, the Hornet, the Werewolf, and Goliath failed to provide him one. Malus subjected the man to an experimental process that combined genetic material from an armadillo with the man's human genes. The process caused the man's strength to increase drastically, his skin to transform into a tough, organic armored plate, and his hands to grow thick, tough claws. Malus dubbed him the Armadillo, and assigned him to break into the West Coast Avengers Compound to steal the comatose body of Goliath, who was being held there. The Armadillo complied and soon found himself in combat with the visiting Captain America. Although physically superior to him, the Armadillo

was defeated by Captain America's superior combat skills. Taking compassion on the Armadillo's plight because of his wife's condition, Captain America refused to turn the Armadillo over to the authorities. After Malus cured Bonita, Armadillo joined the Unlimited Class Wrestling Federation.

Armadillo was a major draw for the Unlimited Class Wrestling Federation, and remained in his monstrous form to earn money for himself and his wife. When Armadillo discovered that his wife Bonita was seeing another man, the monster went on a grief-stricken rampage that was halted only when he jumped from the side of the Empire State Building. Armadillo was badly injured in the fall, but has since fully recovered.

STATISTICS

F GD (10)
 A TY (6)
 S TY (6)
 E EX (20)
 R IN (40)
 I GD (10)
 P MN (75)

Health: 42
Karma: 125
Resources: EX (20)
Popularity: -10

BACKGROUND

Real Name: Arnim Zola
Occupation: Biochemist
Legal Status: Swiss citizen
Identity: Publicly known
Place of Birth: Weisshorn Mountain, Switzerland
Marital Status: Single
Known Relatives: None
Base of Operations: Island of the Exiles, Sargasso Sea, Atlantic Ocean
Past Group Affiliations: Red Skull
Present Group Affiliation:

KNOWN POWERS

All of Arnim Zola's powers are derived from his equipment.

Equipment:

ESP Box: This device gives Zola these powers:

Mind Control: Monstrous rank

Mind Blast: Good rank

Mental Transferral: Monstrous rank

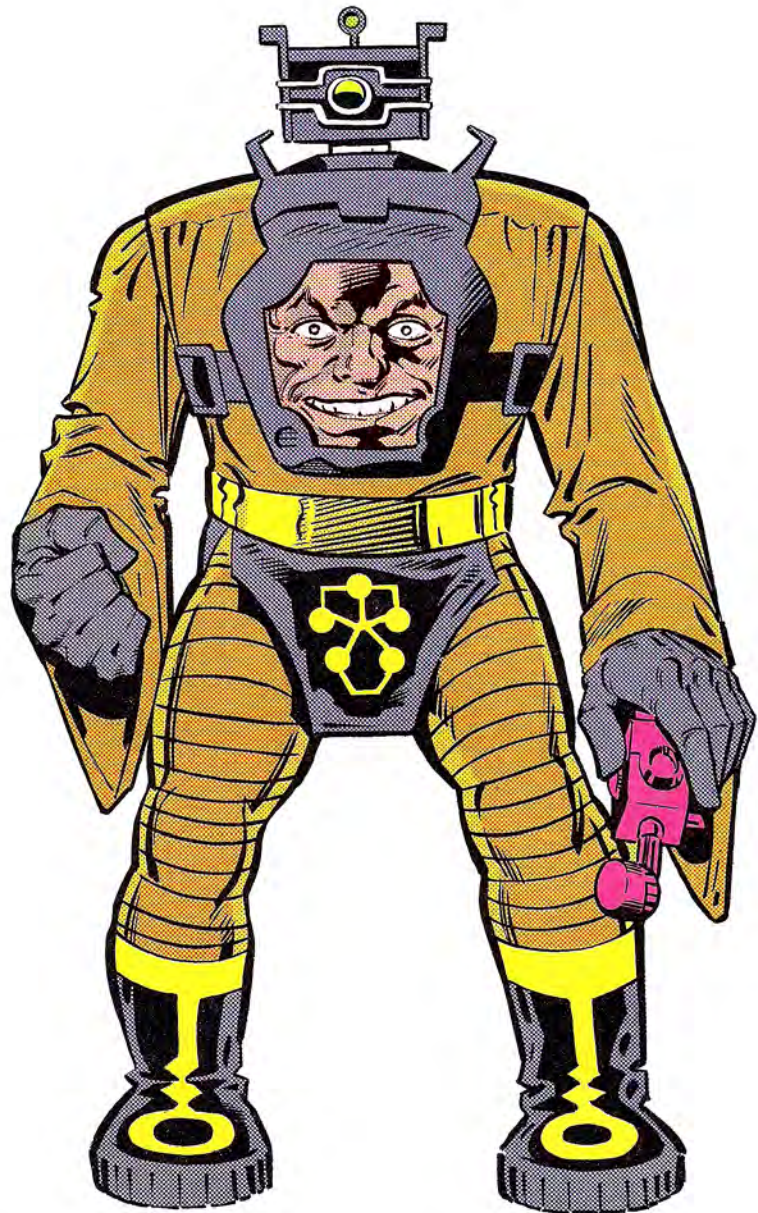
Bio-Servants: These androids operate under Zola's control and house Zola's mind and life force. Typical Bio-Servant:

F	A	S	E
GD	EX	IN	RM

The one housing Zola's mind possesses Excellent Body Armor.

Talents: Biochemistry and android creation.

Contacts: The Red Skull



ADDITIONAL NOTES:

ROLE PLAYING NOTES

Zola is interested in the creation of androids, especially ones with interesting powers. He is content to work for others and to do androids on commission.

HISTORY

Arnim Zola was a biochemist who became the first human genetic engineer in history, predating the High Evolutionary by about a decade. His work was based on papers belonging to the Deviants.

One of his first accomplishments was the creation of a brain pattern-imprinting device. This was presented to Adolf Hitler; upon his death, his mental essence was projected into a

cloned brain in Zola's lab. From this, Hitler was enabled to live on in various identities for decades following his physical death.

Zola also used these skills to form a new body for himself; in this body, the head is located in the chest for better protection.

The Red Skull also financed some of Zola's experiments, allowing him to produce such creations as Primus and Doughboy. This association with the Red Skull led to Arnim Zola's first confrontation with Captain America, in the jungles of Central America.

Captain America was abducted, but escaped.

Zola's last act was to attempt to break into Northwind Observatory in order to obtain Dr. Bruce Banner's various discoveries. An explosion there apparently ended Arnim Zola's life.

FREY

STATISTICS

F IN (40)
A EX (20)
S AM (50)
E IN (40)
R GD (10)
I GD (10)
P EX (20)

Health: 150

Karma: 40

Resources: RM (30)

Popularity: 10

BACKGROUND

Real Name: Frey

Occupation: God of the Harvest

Legal Status: Asgardian citizen

Identity: Believed to be a myth

Place of Birth: Asgard

Marital Status: Single

Known Relatives: Idunn (sister)

Present Group Affiliation:

KNOWN POWERS

Invulnerability: Excellent

ADDITIONAL NOTES:

FRIGGA

STATISTICS

F GD (10)
A TY (6)
S IN (40)
E RM (30)
R IN (40)
I IN (40)
P ShY (200)

Health: 66

Karma: 280

Resources: ShZ (500)

Popularity: 75

BACKGROUND

Real Name: Frigga (Fricka)

Occupation: Queen of Asgard, Goddess of Marriage

Legal Status: Asgardian queen

Identity: Believed mythical

Place of Birth: Asgard

Marital Status: Married

Known Relatives: Odin (husband), Loki and Thor (foster sons)

Present Group Affiliation: (blank)

KNOWN POWERS

Invulnerability: Excellent rank

Magic: Frigga possesses as-yet undefined Magical powers of Unearthly rank.

ADDITIONAL NOTES:

HEIMDALL

STATISTICS

F AM (50)
A EX (20)
S AM (50)
E IN (40)
R GD (10)
I GD (10)
P EX (20)

Health: 160

Karma: 40

Resources: EX (20)

Popularity: 10

BACKGROUND

Real Name: Heimdall

Occupation: Sentry for Asgard

Legal Status: Asgardian citizen

Identity: Believed mythical

Marital Status: Single

Known Relatives: Sif (sister)

Present Group Affiliation:

KNOWN POWERS

Invulnerability: Excellent rank

Hypersensitive Hearing: Unearthly rank

Hypersensitive Olfactory: Unearthly rank

Telescopic Vision: Unearthly rank

ADDITIONAL NOTES:

HISTORY

Very little is known about Frey's life and exploits save for his role in the building of the palace of Valhalla.

HISTORY

As Odin's wife, Frigga raised his son Thor, even though he was not her natural son. Frigga cast the spells to protect Balder from mortal harm. Frigga also supervised the efforts of the Asgardian goddesses to locate and train members of the Young Gods, the apprentices to the Celestials.

HISTORY

Renowned for his heightened perceptions, Heimdall was appointed by Odin to be sentry of the Rainbow Bridge. For millennia, he remained at his post, venturing from it but once on a mission from Odin. Now that the Bridge has been destroyed, Heimdall stands at Asgard's gates.

HERMOD

STATISTICS

F EX (20)
A IN (40)
S IN (40)
E IN (40)
R GD (10)
I GD (10)
P EX (20)

Health: 140

Karma: 40

Resources: EX (20)

Popularity: 10

BACKGROUND

Real Name: Hermod

Occupation: God of Speed

Legal Status: Asgardian citizen

Identity: Believed mythical

Marital Status: Single

Known Relatives: None

Present Group Affiliation:

KNOWN POWERS

Hyper-Speed: Unearthly rank

Invulnerability: Excellent rank

ADDITIONAL NOTES:

HODER

STATISTICS

F EX (20)
A TY (6)
S EX (20)
E IN (40)
R GD (10)
I GD (10)
P IN (40)

Health: 86

Karma: 60

Resources: RE (30)

Popularity: 2

BACKGROUND

Real Name: Hoder

Occupation: God of Winter

Legal Status: Asgardian citizen

Identity: Believed mythical

Marital Status: Single

Known Relatives: None

Present Group Affiliation:

KNOWN POWERS

Precognition: CL1000 rank

Invulnerability: Excellent rank

Weakness: Hoder is totally blind.

ADDITIONAL NOTES:

IDUNN

STATISTICS

F RM (30)
A GD (10)
S IN (40)
E IN (40)
R EX (20)
I EX (20)
P RM (30)

Health: 120

Karma: 70

Resources: AM (50)

Popularity: 40

BACKGROUND

Real Name: Idunn/ Freia/ Fricka

Occupation: Goddess of Immortality

Legal Status: Asgardian citizen

Identity: Believed mythical

Marital Status: Single

Known Relatives: Frey (brother)

Present Group Affiliation:

KNOWN POWERS

Invulnerability: Good rank

Talents: She is trained to cultivate the Golden Apples.

Golden Apples: Eating these magical fruit on a regular basis endows the consumer with immortality.

ADDITIONAL NOTES:

HISTORY

Very little is known of Hermod except that he is a relatively young Asgardian god. Noted for his fleetness, he is occasionally employed by Odin as a messenger. His most celebrated mission took him to Hela to learn how Balder might be revived.

HISTORY

Hoder is an elderly god who nearly killed Balder when Loki tricked him into shooting Balder with an arrow tipped with mistletoe wood, to which Balder was vulnerable.

HISTORY

Odin appointed Idunn Keeper of the Golden Apples, whose mystical properties retard aging among the Asgardians.

SIGYN

STATISTICS

F RM (30)
A EX (20)
S IN (40)
E IN (40)
R RM (30)
I RM (30)
P IN (40)

Health: 130

Karma: 100

Resources: RM (30)

Popularity: 30

BACKGROUND

Real Name: Sigyn

Occupation: Goddess of Fidelity

Legal Status: Asgardian citizen

Identity: Believed mythical

Marital Status: Married

Known Relatives: Loki (husband),
 Odin (father-in-law), Frigga (mother-in-law),
 Thor (brother-in-law)

Present Group Affiliation:

KNOWN POWERS

Invulnerability: Excellent rank

ADDITIONAL NOTES:

TYR

STATISTICS

F UN (100)
A EX (20)
S AM (50)
E UN (100)
R GD (10)
I EX (20)
P RM (30)

Health: 270

Karma: 60

Resources: RE (30)

Popularity: 20

BACKGROUND

Real Name: Tyr

Occupation: God of War

Legal Status: Asgardian citizen

Identity: Believed mythical

Marital Status: Single

Known Relatives: None

Present Group Affiliation:

KNOWN POWERS

Invulnerability: Excellent rank

Talents: Tyr is a master of all forms of unarmed combat.

ADDITIONAL NOTES:

VIDAR

STATISTICS

F AM (50)
A EX (20)
S AM (50)
E AM (50)
R TY (6)
I GD (10)
P AM (50)

Health: 170

Karma: 66

Resources: GD (10)

Popularity: 0

BACKGROUND

Real Name: Vidar

Occupation: Huntsman, Warrior

Legal Status: Asgardian exile

Identity: Believed mythical

Place of Birth: Jotunheim

Marital Status: Widower

Known Relatives: Solveig (wife, deceased),
 Odin (father), Grid (mother)

Base of Operations: A valley in the Asgard Mountains

Present Group Affiliation:

KNOWN POWERS

Invulnerability: Remarkable rank

Talents: He is a skilled hunter.

ADDITIONAL NOTES:

HISTORY

The circumstances of Sigyn's marriage to Loki have yet to be revealed. They were estranged for several centuries, and only recently has Sigyn tried to revive their marriage. Sigyn steadfastly aided Loki while he was being punished by Odin, but after Loki regained his freedom, he abandoned her.

HISTORY

Before Thor was born, Tyr had been a valiant defender of Asgard who lost his hand binding the wolf-god Fenris. Bitter about Thor's preeminence, Tyr has engaged in rebellion against Odin. He recently fought for Asgard against Sur-tur.

HISTORY

The product of Odin's dalliance with a giantess, Vidar lived outside the city of Asgard, his existence known to few. He ventured into the city but once to seek redress for the slaying of his wife.

VOLLA

STATISTICS

F FE (2)
A PR (4)
S FE (2)
E AM (50)
R RM (30)
I RM (30)
P UN (100)

Health: 58

Karma: 160

Resources: FE (2)

Popularity: 0

BACKGROUND

Real Name: Volla

Occupation: Prophetess

Legal Status: Dead

Identity: Unknown on Earth

Marital Status: Single

Known Relatives: None

Base of Operations: Hel and Niflheim

Present Group Affiliation:

KNOWN POWERS

Precognition: CL5000 rank

Ghost Body: Volla is a ghost who can occasionally manifest a physical form.

ADDITIONAL NOTES:

STATISTICS

F TY (6)
A TY (6)
S TY (6)
E IN (40)
R ShY (200)
I ShX (150)
P AM (50)

Health: 58

Karma: 400

Resources: AM (50)

Popularity: 0

BACKGROUND

Real Name: Unknown

Occupation: Astronomer

Legal Status: Inapplicable

Identity: Existence unknown

Place of Birth: Unknown

Marital Status: Unknown

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: Elders of the Universe

Present Group Affiliation:

KNOWN POWERS

Cosmic Awareness: Shift-Y rank

Immortality: He can never die.

Self Sustenance: Shift-X rank

Telescopic Vision: CL5000 rank.

Telepathy: Good rank

Teleportation: CL1000 rank

True invulnerability: Good rank

Talents: is an expert on astronomy and cosmology.

Contacts: Elders of the Universe

ADDITIONAL NOTES:



ROLE PLAYING NOTES

The Astronomer has learned patience through his long observation of the slowly evolving stars. He does everything slowly and deliberately.

HISTORY

Very little is known about the Astronomer before his recent involvement in the Elders' plot to destroy Galactus and our universe. Long ago he chose to dedicate himself to chronicling the slow evolution of the stars and galaxies themselves. He long ago lost interest in living beings, which may explain why he went undiscovered for so long.

As a benefit of the Grandmaster's contest with Death, the Astronomer is now apparently permanently immortal. The truth of this is of course unknown.

The Astronomer helped the Grandmaster devise their current plot. He reasoned that if Galactus were destroyed, the Universe itself would swiftly collapse. A new Big Bang would result in the creation of a new universe. Since they would all survive the great detonation, all the Elders would be transformed into Galactus-like beings in this new Universe. The plan began with their decision to slay the Silver Surfer lest he aid Galactus. Ironically, it is only the Elders' attack that brought the Silver Surfer into the fray. This may be proof that, despite their age and experience, the Elders make mistakes.

STATISTICS

F	IN (40)
A	GD (10)
S	MN (75)
E	AM (50)
R	TY (6)
I	TY (6)
P	EX (20)

Health: 175

Karma: 32

Resources: EX (20)

Popularity: -20 (20 in Skarka)

BACKGROUND

Real Name: Attuma

Occupation: Barbarian Chieftain

Legal Status: Citizen of Skarka

Identity: Unknown on surface

Place of Birth: North Atlantic sea-floor

Marital Status: Single

Known Relatives: None

Base of Operations: Atlantic Ocean

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS

Hyper-Swimming: Good speed

Water Freedom

Water-Breathing

Talents: Expert in oceanic warfare

Contacts: Past allies include Byrah, Krang, Ikthor, Dr. Dorcas, Tiger Shark, Tyrak, and the Red Ghost

ADDITIONAL NOTES:



ROLE PLAYING NOTES

Attuma once learned of a prophecy foretelling the coming of a conqueror. He decided he was that conqueror. Despite his many setbacks, he continues on in the belief that Fate will eventually support him. While he prefers to work alone or with his horde, he will seek others with powers and abilities he can use.

HISTORY

Attuma was born into the tribe of *Homo mermanus* who eschewed civilization to live as nomadic barbarians. For some unrecorded reason, Attuma was endowed with strength far surpassing that of his people. Nearing adulthood, Attuma learned of a prophecy, in the lost Atlantean Chronicles, of a conqueror who would take the empire of Atlantis by force. Believing he is that conqueror,

Attuma has launched numerous attacks on the city of Atlantis and its regent Prince Namor.

Unable to best Namor in personal combat, Attuma has frequently taken allies to further his ambitions. These alliances have also met with defeat. The first time Attuma attacked Atlantis, the Fantastic Four aided Namor in repulsing his attack. In recent years, Attuma has battled the Avengers as well. Not renowned for his intelligence, Attuma has frequently employed renegade Atlantean and human scientists. One of

them created the Octo-Meks, octopus-shaped fighting machines. Another proposed that he mate with human mutants in order to produce a sire stronger than Namor himself. Toward this end he abducted the mutant Phoenix, but she thwarted his plans. Although Attuma has never been able to claim a lasting victory over Namor, he was a party to the death of Namor's bride, Lady Dorma. Attuma is still at large in the Atlantic Ocean, having never been imprisoned for any of his deeds.

STATISTICS

F EX (20)
A EX (20)
S TY (6)
E EX (20)
R PR (4)
I GD (10)
P PR (4)

Health: 66

Karma: 18

Resources: TY (6)

Popularity: 6

BACKGROUND

Real Name: Jeanne-Marie Beaubier

Occupation: Ex-history teacher, Adventurer

Legal Status: Citizen of Canada

Identity: Classified

Place of Birth: Montreal, Canada

Marital Status: Single

Known Relatives: Jean-Paul Beaubier (brother), Jean-Claude Baptiste (father), Danae (mother).

Base of Operations: Lavelle, Quebec

Past Group Affiliations: Alpha Flight

Present Group Affiliation:

KNOWN POWERS

Light Generation: Monstrous rank

Hyper-Speed: Incredible speed.

Non-Detectability: Monstrous rank

True Flight: Shift X speed

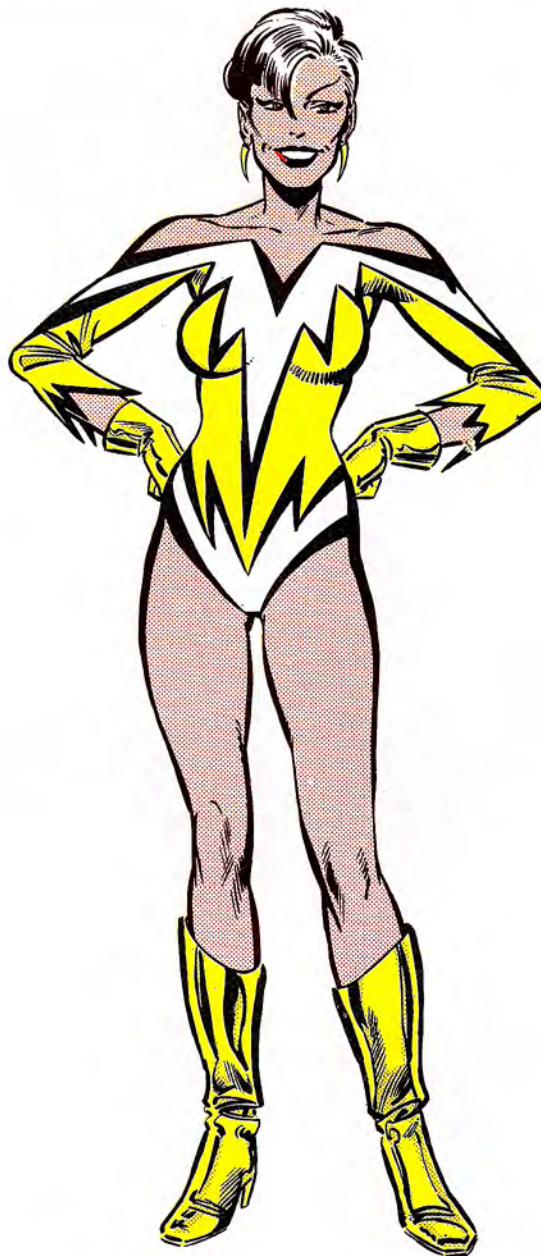
Power Gestalt (lost): Contact with Northstar was required for Light Generation.

Weakness: Contact with Northstar negates all their powers for 1-10 turns.

Talents: She speaks English and French fluently. She is an accredited history teacher.

Contacts: Alpha Flight, X-Men

ADDITIONAL NOTES:



ROLE PLAYING NOTES

Aurora is a classic split-personality. The Aurora personality that governs her most of the time is an passionate, irresponsible exhibitionist. At times she reverts to her childhood persona of Jeanne-Marie, a painfully shy and timid creature. When Aurora loses over half her Health, failure to make a Red Psyche FEAT causes her to become Jeanne-Marie.

HISTORY

Jeanne-Marie Beaubier and her twin brother Jean-Paul were separated in infancy after their parents (a human father and an elven mother) were killed in an accident during their flight from pursuing elves. Jean-Paul was adopted by Mr. and Mrs. Louis Martin, who were cousins of his mother. The Martins could not afford to adopt Jeanne-Marie as well, however, and so they arranged for her to be raised at Madam DuPont's School for Girls in LaVelle, Quebec, a reactionary religious school. Soon afterward the Martins moved to northern Quebec, Mr. and Mrs. Martin were killed in an accident several years later, and Jean-Paul was placed in a foster home, unaware that he had a sister.

Extremely nervous and introverted, Jeanne-Marie Beaubier was miserable at Madame DuPont's School, and at the age of thirteen, she attempted suicide by throwing herself from the roof of one of the school's buildings. Instead of falling to her death, however, Beaubier discovered that she could fly at great speed. Unaware that she was a superhumanly powerful mutant, the deeply religious Beaubier believed that her flight was the result of a divine miracle. The next morning she explained to the school's headmistress, Soeur Anne, what she believed had happened. Believing the young girl to be guilty of blasphemy, Soeur Anne had her severely disciplined through means including corporal punishment. This incident triggered schizophrenia in the young woman. A second personality, extro-

verted and far more uninhibited, emerged. Under the influence of this second personality, Beaubier secretly left the school that same night. On returning three days later, she had no memory of where she had been or what she had done. She was again physically punished. The resulting trauma was so great that Beaubier repressed her second personality for the next five years.

At the end of the time, Beaubier's application to become a teacher at the school was accepted. By this time Beaubier had adjusted to life at the school, and her everyday personality was that of a prim, proper, repressed woman. But the same night that her application was accepted, her second personality re-emerged, and she left to enjoy herself in Montreal. Confronted by muggers, she knocked one unconscious by moving at superhuman speeds. This was the first time that she had used her superhuman powers in five years. The second mugger was halted by Wolverine, who had witnessed the attempted assault. Recognizing that Beaubier had superhuman powers, Wolverine invited her to go to Ottawa to meet James MacDonald Hudson, who was organizing a team of superhumanly powerful agents for the Canadian government's Department H. Hudson accepted her as a recruit and reunited her with her brother. After a period of training, both Beaubier siblings joined the team that Hudson created, Alpha Flight, under the code names Aurora and Northstar.

Jeanne-Marie Beaubier, however, continues to have a split personality. She may unexpectedly shift from one of her personalities to the other.

Each personality thinks of the other as if it belonged to an entirely different person. As Jeanne-Marie the teacher, Beaubier has little memory of her activities as Aurora. Each personality strongly dislikes the other. Fear or despair will sometimes cause Aurora to shift back into her Jeanne-Marie/teacher persona.

Recently, Beaubier underwent still further personality changes. For a time her Aurora and Jeanne-Marie personae have manifested traits of each other, while nevertheless remaining distinctly separate personalities. Most of the time now, she manifests a third personality, which is basically Aurora's, but with more of a sense of responsibility than before. Whether or not Beaubier's split personality will continue to evolve remains to be seen. The late Dr. Walter Langkowski, who was a member of Alpha Flight as Sasquatch, performed an experiment in molecular rearrangement upon Beaubier which altered her superhuman abilities. It brought about three specific changes. First, it enabled her to create a bright light without being in physical contact with her brother Northstar. Second, it greatly reduced the potential limits of her superhuman speed. Third, according to Langkowski, it made it impossible for present day technology to detect that she is a mutant.

Aurora split herself into two beings to cure herself and her brother Northstar. The elven Aurora joined her mother and Northstar in Alfheim, the otherdimensional home of the Elves. The human Aurora was teleported by Loki to a convent where she remains while she recovers. It is unknown what of her personality, memories, and powers remain.

STATISTICS

F GD (10)
A GD (10)
S GD (10)
E IN (40)
R GD (10)
I GD (10)
P TY (6)

Health: 70

Karma: 26

Resources: PR (4)

Popularity: -5

BACKGROUND

Real Name: Dominic Petros

Occupation: Professional criminal

Legal Status: Naturalized American citizen

Identity: Publicly known

Place of Birth: Crete

Marital Status: Married

Known Relatives: Helen (wife)

Base of Operations: Pentagon

Past Group Affiliations: Brotherhood of Evil Mutants II a.k.a. Freedom Force

Present Group Affiliation:

KNOWN POWERS

Disruption: Amazing rank

Vibration: Monstrous rank

Matter Animation: Remarkable rank

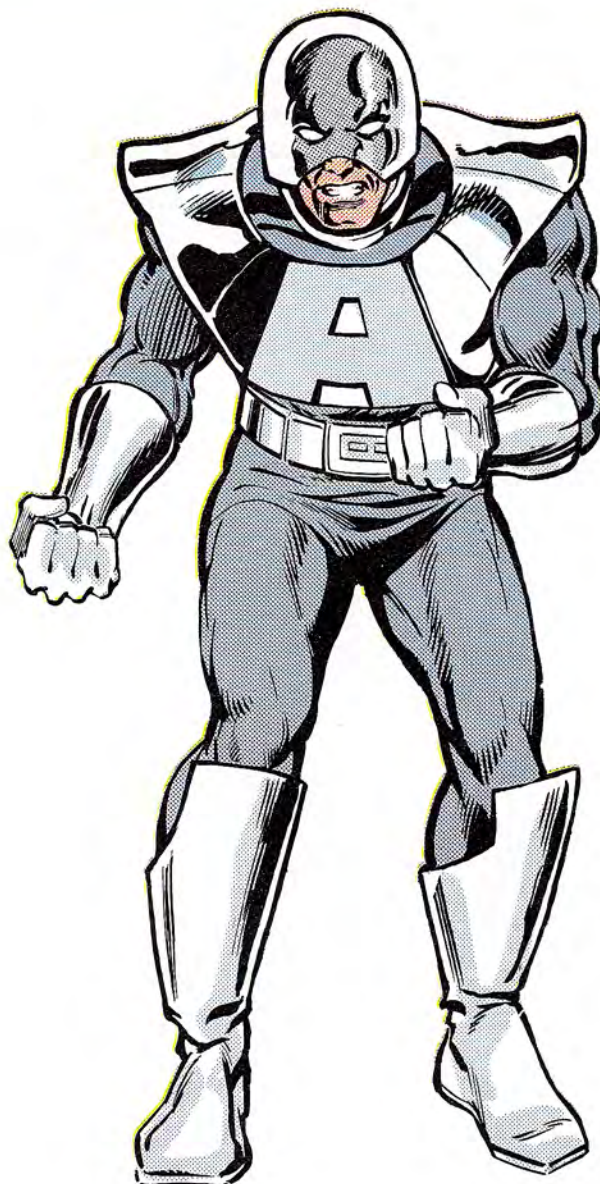
Body Armor: His suit gives him Good protection from physical attacks.

Weakness: Powers only affect non-living matter or his own body.

Talents: Speaks Greek and English.

Contacts: None

ADDITIONAL NOTES:



ROLE PLAYING NOTES

Avalanche is a mercenary and a powerseeker. He is aware of his limitations and will work with others to further his own cause. If he can come up with a scheme that he can pull off alone, he will work solo. He sees his job with the freedom Force simply as a way of wreaking havoc on a legal basis.

HISTORY

Avalanche's past before Mystique recruited him for the second Brotherhood of Evil Mutants is almost entirely unknown, except for the fact that he is an immigrant from Greece. He first publicly appeared with the

Brotherhood when they unsuccessfully attempted to assassinate Senator Robert Kelly during his hearings on the menace that mutants allegedly pose to humanity in general. Avalanche briefly left the Brotherhood to attempt to blackmail the state of California into paying him an enormous sum to prevent him from using his power to trigger a major

earthquake there. Avalanche fought the Hulk on this occasion, and suffered serious injury. He has since returned to the Brotherhood. Recently, Mystique offered the Brotherhood's services to the United States government. Their first mission under their new name of Freedom Force was to capture the mutant Magneto.

STATISTICS

F	IN (40)
A	EX (20)
S	AM (50)
E	RM (30)
R	GD (10)
I	EX (20)
P	AM (50)

Health: 140

Karma: 80

Resources: EX (20)

Popularity: 80

BACKGROUND

Real Name: Balder

Occupation: Warrior-God, God of Light, Asgard Regent

Legal Status: Citizen of Asgard

Identity: Publicly known

Place of Birth: Asgard

Marital Status: Single

Known Relatives: None

Base of Operations: Asgard

Past Group Affiliations: Gods of Asgard (Aesir), Warriors Three

Present Group Affiliation:

KNOWN POWERS

Immortality

Regeneration: CL1000 rank

Self Sustenance: CL1000 rank

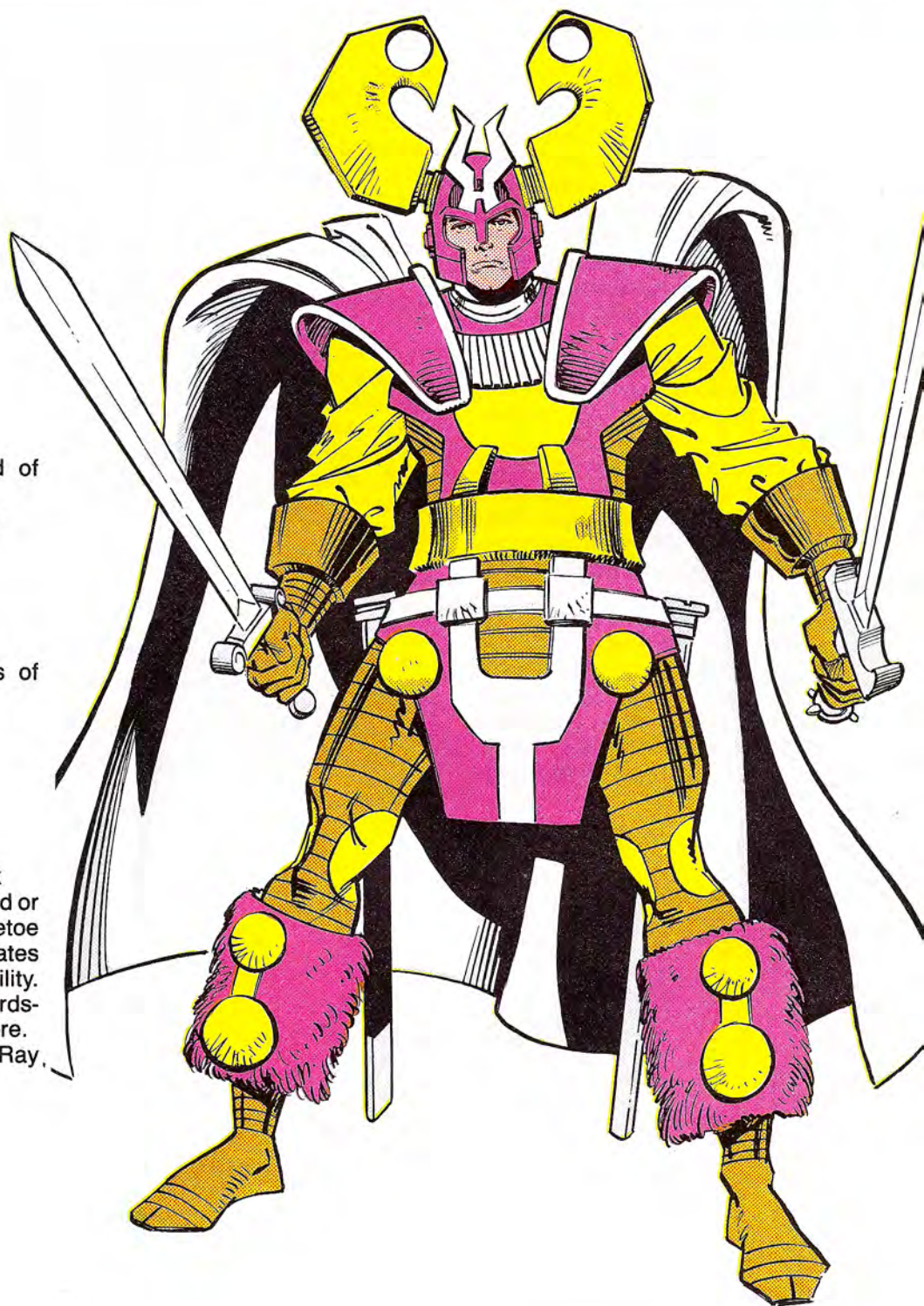
True Invulnerability: CL1000 rank

Weakness: Balder may be harmed or killed by weapons using mistletoe wood. Mistletoe completely negates his Regeneration and Invulnerability.

Talents: Balder is an expert swordsman and scholar in Asgardian lore.

Contacts: Gods of Asgard, Beta Ray Bill.

ADDITIONAL NOTES:



ROLE PLAYING NOTES

Balder is an adventurous god who enjoys battling alongside his friends. This is tempered by his strong sense of responsibility towards friends and Asgardian society. Balder rarely leaves Asgard unless a friend or task requires his aid. Balder is a former

lover of Sif but he feels no enmity towards her other lovers, Thor and Beta Ray Bill.

HISTORY

Due to his many heroic deeds over the ages, Balder has long been regarded as Asgard's noblest god and its greatest warrior next to the thunder god Thor, who has long been Balder's closest friend. Balder has been unsuccessfully sought as a lover by the sorceress Karnilla, the Norn Queen.

Because of prophecies that Balder's death would help trigger the coming of Ragnarok, the destruction of Asgard and its inhabitants, Odin, ruler of Asgard, commanded his wife Frigga to make Balder invulnerable to harm. Frigga cast spells that would protect Balder from harm by any living or inanimate thing while he was in the Asgardian dimension. (The legends describe her as extracting promises from all of these things not to harm Balder, as if they were all sentient and capable of speech.) The sole exception was mistletoe. This omission was probably not due to forgetfulness on

Frigga's part, since she has not made him invulnerable to harm from mistletoe since his vulnerability to it became known. It is more likely that his vulnerability to mistletoe is a necessary side effect of the spell making him invulnerable to harm from other things.

Loki, the god of mischief, learned of the prophecies tying Balder's death to the coming of Ragnarok, and also learned of Balder's vulnerability to mistletoe. Seeking to bring about Ragnarok, Loki tricked the blind god Hoder into firing an arrow tipped with mistletoe wood at Balder. Balder was fatally wounded, but Odin's power prevented him from actually dying and kept him in a state resembling suspended animation. Nevertheless, Balder's spirit journeyed to Hel, one of the Asgardian realms of the dead. There Balder was appalled at seeing the horrors endured by the spirits of so many of those whom he had slain in battle.

Odin finally restored Balder fully to life, but Balder's hair turned white as a result of his experiences in Hel. His beloved, Nanna, sacrificed her life to

save him from entrapment in marriage by Karnilla, and Balder was so distraught that he has resolved never to speak of this incident or of her again. Anguished by Nanna's death and by what he had seen in the land of the dead, Balder forswore the life of a warrior, attempted unsuccessfully to forget his misery through eating, gaining considerable weight in the process, and finally rode out into the desert, hoping to die there. Instead, Balder encountered the Norns, the three goddesses who oversee the workings of destiny. The Norns gave Balder a vision that restored his faith in the value of life and in the need for him to continue living. Balder rode back to Asgard and was sent by Odin to Karnilla to seek her aid in the Asgardians' battle against Surtur and the legions of Muspelheim. Balder was successful in his mission, and his relationship appears to have changed in the process. Balder has also returned to his normal weight through vigorous exercise.

After Odin's departure from Asgard, Balder became regent of Asgard.

STATISTICS

F EX (20)
A RE (30)
S RE (30)
E IN (40)
R GD (10)
I EX (20)
P RE (30)

Health: 120

Karma: 60

Resources: EX (20) (in the Third Reich)

Popularity: -30 (10 in the Third Reich)

BACKGROUND

Real Name: Lord John Falsworth

Occupation: Nazi Assassin

Legal Status: British aristocrat

Identity: Known to authorities

Place of Birth: Falsworth Manor, England

Marital Status: Single

Known Relatives: Union Jack (Montgomery, Lord Falsworth, brother), Union Jack II (Brian Falsworth, nephew), Lady Crichton (Jacqueline Falsworth Crichton, niece), Kenneth Crichton (grandnephew)

Base of Operations: Mobile

Past Group Affiliations: Super-Axis

Present Group Affiliation:

Talents: Bilingual (English and German), Espionage

Contacts: Super-Axis

ROLE PLAYING NOTES

Blood is bitter over having been denied the Falsworth inheritance. As a result, he has developed a strong hatred for England and the Falsworth line in particular. He enjoys being an agent of the Third Reich because it enables him to wreak great havoc legally.

KNOWN SUPERPOWERS

Bio-Vampirism: Normally, Baron Blood possessed all the standard powers of a vampire, but to a degree greater than that of most vampires, with the obvious exception of Dracula (see Dracula). His ability to derive on-going life from the blood of others was of Remarkable power.

Hypnosis: Baron Blood had the Remarkable ability to hypnotize potential victims by staring into their eyes.



Animal Control: He had Remarkable command over certain forms of animals such as mice and rats.

Weather Control: Baron Blood was able to exert Poor control over the weather in a small area.

True Flight: Unlike other vampires, including Dracula himself, Baron Blood was able to fly at Typical speeds without transforming himself into a bat. It is possible becoming a vampire awakened in him a latent psionic capacity for self-levitation.

Limitations: During at least part of World War II, Blood was unable to

use the normal vampiric shape-changing powers due to an unusual cosmetic treatments given him by German scientists which enabled him to endure direct sunlight for brief periods of time (about a half hour) without feeling pain and finally disintegrating as other vampires would have.

Additionally, Baron Blood had the same vulnerabilities as other vampires, including wooden stakes through the heart, silver, the presence of religious symbols, garlic, and beheading. Unless utilizing the

special means of protection described earlier, he was, like other vampires, vulnerable to direct sunlight. Although most vampires fell into a trance-like state during daylight hours, Blood always seemed capable of daytime activity, whether he had protection or not, as long as he avoided direct sunlight.

HISTORY

Lord Falsworth was the younger of the two sons of William, Lord Falsworth, one of the wealthiest members of the British aristocracy in late Victorian and Edwardian times. Upon William's death shortly before the outbreak of World War I, his title was inherited by his elder son, Montgomery, who, according to the British tradition of primogeniture, also inherited the bulk of his father's estate. Embittered, Lord John set out for the European continent to seek his fortune.

Eventually he came to Romania, where he sought to find Castle Dracula, about which he had read in Bram Stoker's 1897 work *Dracula*. Most people believed that Stoker's book was a work of fiction, but Lord John was convinced that the letters and journal entries it contained were real and described actual events. Lord John believed that if he could find and control Dracula, he could use the vampire as a means of achieving immense wealth and power. However, on locating the vampire at Castle Dracula, Lord John fell victim to his hypnotic powers. Dracula bit him, and John died, only to rise three nights later as a vampire himself.

Because of Lord John's British background, Dracula sent him back to England to wreak havoc upon that country where he had run afoul of Abraham Van Helsing and other opponents. In order to better pursue this goal once World War I broke out, Lord John offered his services to German intelligence and was given the code-name Baron Blood. As Blood, Lord John concealed his true identity with a mask and costume which made him resemble a go-

tesque bat of human size, and which helped to inspire terror in his victims.

Blood became the Germans' greatest secret weapon in the final months of the war. He battled the Freedom's Five, a group of costumed agents from the United States, Great Britain, and France several times but always managed to escape when he was defeated. He was finally found by the original Union Jack, who was not only a member of the Freedom's Five but also was secretly Blood's brother Montgomery (Union Jack I). Union Jack wounded Blood with a silver blade, causing him to flee England.

After World War I, Baron Blood devoted himself to studying the occult. Following Adolf Hitler's rise to power and seeing Hitler and his followers as kindred spirits, he again offered his services to German intelligence. German scientists performed painful operations on Blood to enable him to resist, for a limited period of time and at the cost of some of his powers (such as the ability to change shape), the effect that direct sunlight has upon vampires.

Once again, he began a reign of terror in England, and nearly killed his brother's daughter, Jacqueline, with his bite. This time, however, Blood was opposed not only by his brother Montgomery, who came out of retirement to become Union Jack once more, but also by the Invaders, a team of super heroes serving the Allied cause. Union Jack and the Invaders quickly discovered that John, Jr. was Baron Blood and confronted him. As the ensuing battle raged on, Blood fell onto and was impaled by a stalagmite that had traces of silver in it.

However, Baron Blood was resurrected months later and joined the Super-Axis, a group of superhumanly powered beings who served the Axis powers. The complete history of Baron Blood's activities during World War II has not yet been revealed. By the end of the war, though, Blood had again been killed with a wooden stake through his heart, and, since he was a member of the aristocracy, he was entombed in the Tower of London.

In recent years Dracula returned

to London, and ordered one of his mortal pawns, Dr. Charles Cromwell, to resurrect Baron Blood. With the aid of several vampires, Cromwell succeeded in getting into the Tower, reviving Blood, and substituting another skeleton in his place. Dracula then left the London area, and Cromwell fell under Blood's domination.

Blood learned all that he could about Cromwell and his medical practice, and then ordered him to move to a village near Falsworth Manor. Here, Blood began attacking villagers, although he took care not to be identified, and the mysterious vampire was eventually traced to Cromwell's house by local citizens, who set it afire. Baron Blood killed Cromwell and his daughter, and left their bodies in the burning house.

However, Blood's vampiric compulsions finally forced him to attack victims once more. He took care to kill them before draining their blood, so they would not themselves become vampires, and the police attributed his killings to a 'slasher.' The now extremely aged Lord Falsworth, though, suspected that the murders were the work of his brother, and summoned Captain America, who had fought Blood as a member of the Invaders. Meanwhile, Blood, as Cromwell, was acting as Lord Falsworth's own physician. Blood was waiting until his now ancient brother was at his weakest, so that he could then turn him into a vampire, forcing him to remain old and feeble for all eternity.

Captain America quickly discovered that the skeleton in Blood's tomb was not authentic, and clashed with the Baron soon afterwards. Lord Falsworth's grandson Kenneth discovered that Blood was impersonating Dr. Cromwell, and in the battle that followed, Baron Blood was killed when Captain America severed his head with his shield. The baron's head and body were then burned separately, and the two sets of ashes were scattered in different areas, thus ensuring that the Baron could never be revived again. Thanks to the Montesi Formula, even the ashes have now dematerialized.

STATISTICS

F TY (6)
A TY (6)
S TY (6)
E RE (30)
R GD (10)
I RE (30)
P AM (50)

Health: 48

Karma: 90

Resources: TY (6)

Popularity: -5

BACKGROUND

Real Name: Karl Amadeus Mordo

Occupation: Sorcerer

Legal Status: Transylvanian Nobleman with no criminal record

Identity: Secret

Place of Birth: Varf Mardra, Transylvania

Marital Status: Single

Known Relatives: Viscount Crowler (grandfather)

Base of Operations: Castel Mordo, Varf Mardra, Transylvania

Past Group Affiliations: Former disciple of the Ancient One, former minion of Dormammu

Present Group Affiliation:

KNOWN POWERS

Astral Projection: Monstrous rank

Conjure: Incredible rank

Eldritch Bolts: Amazing rank

Magical Shield: Amazing rank

Mesmerism: Monstrous rank

Necromancy: Incredible rank

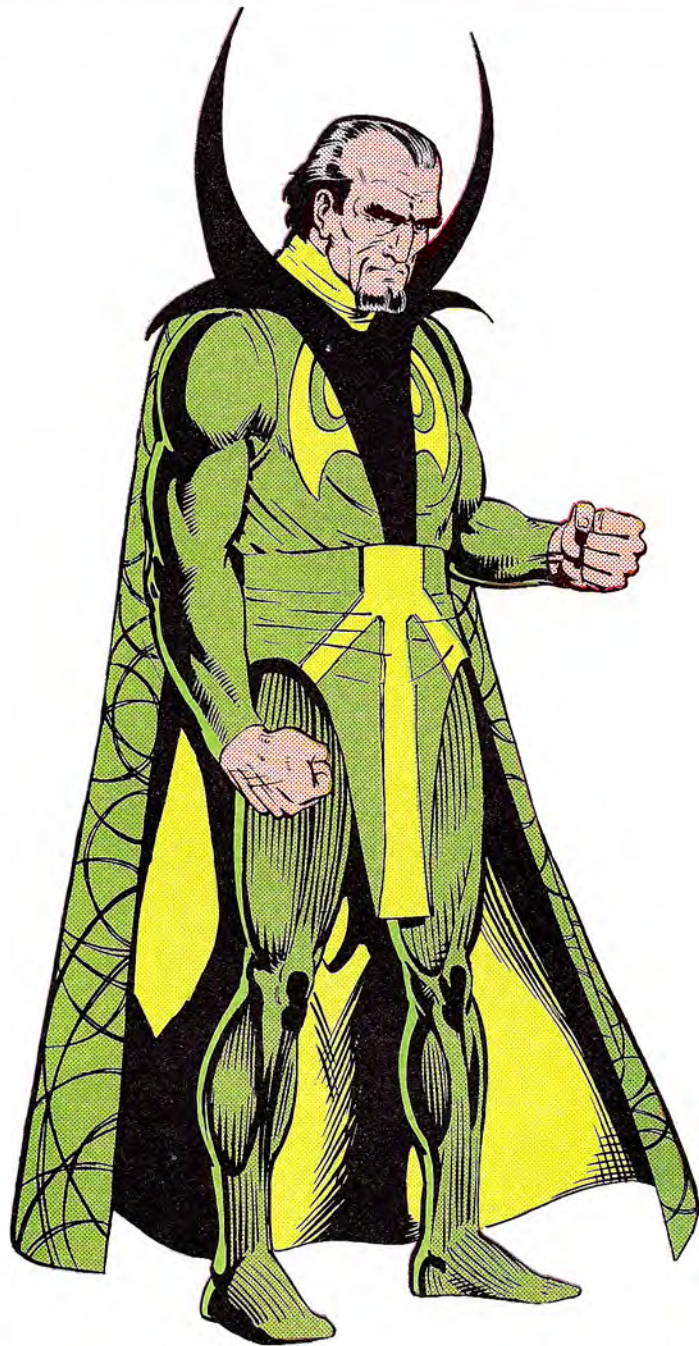
Summoning: Monstrous rank

Telepathy: Unearthly rank

Teleportation: Unearthly rank

Talents: Mordo is an expert in occult lore and Transylvanian history.

Contacts: None



ADDITIONAL NOTES:

ROLE PLAYING NOTES

Mordo is a man obsessed with power. He wants to be the Sorcerer Supreme for the Earth dimension. He recognizes Dr. Strange as his chief obstacle, hence he is devoted to Strange's destruction. Mordo almost never attacks non-magical opponents unless they can be used as pawns to get at Dr. Strange.

HISTORY

Karl Mordo acquired an interest in the occult from his maternal grandfather, Viscount Crowler, at an early age. When he became an adult, he sought out the mystic master known as the Ancient One in Tibet. The Ancient One recognized that Mordo had the innate ability to become a sorcerer of great power, but that Mordo was motivated solely by lust for power. The Ancient One decided to accept Mordo as a disciple in order

to keep watch over him.

While still living at his mentor's palace, Mordo plotted to destroy the Ancient One. Mordo's scheming was overheard by the Ancient One's guest, Dr. Stephen Strange, a jaded physician. Witnessing Mordo's power and learning of his intent shocked Strange into a recognition of the meaning of evil. Strange sought to warn the Ancient One, but Mordo placed mystical restraints upon Strange that prevented him from telling the Ancient One of Mordo's plans. Strange, however, seeking a way to get around Mordo's spell, sincerely asked the Ancient

One if he too could become his disciple. The Ancient One, who was aware of Mordo's schemes, freed Strange of Mordo's spell and accepted Strange as his disciple.

Eventually Mordo left the Ancient One, and Strange, over the years, gained mastery of the mystic arts. Strange and Mordo were thus rivals, and have clashed repeatedly over the years. Mordo has served the extradimensional entity Dormammu in the past, but he also seeks to amass more power for himself. Mordo is obsessed with destroying Doctor Strange, who is now the sorcerer supreme of Earth's dimension.

STATISTICS

F EX (20)
A EX (20)
S GD (10)
E EX (20)
R EX (20)
I EX (20)
P GD (10)

Health: 70

Karma: 50

Resources: IN (40)

Popularity: -20 (20 in the Third Reich)

BACKGROUND

Real Name: Baron Wolfgang Von Strucker

Occupation: Nobleman, Soldier, Axis agent, Supreme Commander of HYDRA

Legal Status: German noble and international criminal

Identity: Publicly known

Place of Birth: Strucker Castle, Bavaria, Germany

Marital Status: Married

Known Relatives: Andrea and Andreas (a.k.a. Fenris)

Base of Operations: Strucker Castle, HYDRA headquarters

Talents: Espionage, Guns, Swords, and Military

Contacts: The Third Reich, HYDRA, Fenris

Past Group Affiliations: Third Reich, HYDRA

Present Group Affiliation:

ROLE PLAYING NOTES

Strucker was vain, treacherous, and a superb strategist who is out to glorify himself through conquests. If anyone successfully opposed him, he became obsessed with that person's humiliation and destruction. Strucker was aware of his own physical limitations and was constantly seeking ways to improve himself.

KNOWN SUPERPOWERS

None

EQUIPMENT

Satan Claw: Baron Strucker's most notorious personal weapon was the Satan Claw, developed by HYDRA scientists. This metal gauntlet, worn on Strucker's right hand, not only magnified that hand's strength while

he wore it, but also emitted Excellent electrical shocks (from which the Claw insulated its wearer).

Note: Strucker always had complete access to the full range of weapons and equipment used by his current group, whether that was the Third Reich or HYDRA. While associated with HYDRA, Baron Strucker took special serums developed by their scientists which maintained his physical vitality and strength as he aged.



HISTORY

Baron Wolfgang von Strucker was the last known member of a long line of Prussian noblemen, all of whom had distinguished themselves as military leaders. He was recruited in the 1930's by the Nazi government's intelligence service and sent on various secret missions. When Germany went to war, Strucker was transferred to full time service where he met with repeated successes as a mili-

tary leader, and rose to become wing commander of Germany's special Death's-Head Squadron.

The many defeats inflicted upon German forces by the American Sgt. Nick Fury and his 'Howling Commandos' squad enraged Adolf Hitler, who ordered Strucker to humiliate Fury in such a way as to destroy his effectiveness (see Fury, Nick). Strucker therefore challenged Fury to personal combat on the island of Norsehaven in the English Channel. Fury accepted and went in violation of orders. Before beginning their duel, Strucker and Fury drank a toast on the former's request; Fury did not know that Strucker had had a powerful sleeping pill placed in his drink. Strucker won the duel with plywood swords when the pill caused Fury to collapse. Still photographs and films of Fury's defeat were circulated in Germany, giving the Germans a great propaganda victory.

Shortly thereafter, the 'Howling Commandos' encountered Strucker, and Fury challenged him to another fight. Strucker coolly agreed and proposed a toast, but one of the American commandos, Dino Manelli, warned Fury that the drink was probably drugged. The angry Fury refused to drink and easily defeated Strucker in a hand-to-hand fight. Commando Timothy 'Dum Dum' Dugan took photographs of Fury's triumph, which were widely published.

Finally, enraged over Strucker's many defeats by Fury, Hitler ordered Strucker to go to Cherbeaux in occupied France and, if the Resistance Agents there refused to give themselves up, to execute every citizen of the town. Fury confronted Strucker and made a deal with him: Fury would fight in personal combat with Strucker once more if Strucker evacuated Cherbeaux before Hitler had it destroyed. Strucker did so, but his battle with Fury ended in stalemate, and the two became separated. When Hitler learned that Strucker had evacuated the citizens of Cherbeaux, he ordered the Gestapo to find and assassinate Strucker.

Strucker would have had little hope of escaping the Gestapo if he had not found an ally in the Red

Skull. The Skull intended to supplant Hitler eventually, or to achieve world domination himself if Hitler lost the war. To these ends, the Skull assigned Strucker to create a power base in the Far East for him. Then, with the aid of the Skull's agents and some loyal men of his own, Strucker was able to escape Germany. The embittered Strucker, however, now had no intention of serving anyone but himself and he later severed all of his ties with the Red Skull when he became Supreme. Strucker made contact with Japanese subversives who informed him that they were forming a secret society bent on world conquest. Strucker rapidly became the mastermind behind this society's rise to power. This secret society became known as HYDRA. Upon building HYDRA's army and arsenal to what he judged to be maximum strength, Strucker slew the organization's original Supreme Hydra, and became their leader himself. While building HYDRA's arsenal, Strucker had also recruited a staff of brilliant scientists, who would later become the nucleus of the HYDRA branch known as the Advanced Idea Mechanics or AIM. HYDRA was close to obtaining nuclear weaponry, and thus achieving the means to conquer Earth, when its Pacific base, Hydra Island, was invaded by Captain Simon Savage's U.S. Marine commandos and their Japanese counterparts, the so-called Samurai Squad. Hydra Island was destroyed, but Strucker escaped.

He moved HYDRA's principal base to America, and created a new central committee code-named THEM within HYDRA, which would supervise the operations of HYDRA and its sister societies. Strucker made himself Grand Imperator of THEM, its highest position, and masqueraded under a number of aliases in public life. In his false identities Strucker wore astonishingly convincing face masks created by HYDRA's 'epiderm-mask' machine. Only a small fraction of HYDRA knew of the Grand Imperator's existence, and even fewer knew that he was Baron Strucker.

Impersonating captured SHIELD

agent John Bronson, Strucker smuggled the so-called Death-Spore bomb aboard SHIELD's helicopter headquarters. When the bomb exploded, it would destroy the helicopter and release deadly spores which air currents would carry throughout the world. By now Strucker had built a new Hydra Island, a 'synthetic atoll' on the site of the original. Here was gathered HYDRA's leadership and elite guard, since the new fortress's impenetrable dome would afford maximum protection from the Death Spores. In a telecast from the island, Strucker demanded that the world surrender to HYDRA, for only those nations which surrendered would be supplied with antidotes for the spores.

However, Fury had found the Death Spore bomb on the helicopter. He singly invaded Hydra Island, and planted the bomb there. Fury and Strucker confronted each other and fought. The battle ended when Fury knocked Strucker unconscious and rapidly used the epiderm-mask machine to make a Strucker mask for himself and both a Strucker mask and a Fury mask for Strucker. Fury placed both the latter masks on Strucker, who revived almost immediately. HYDRA guards then inevitably burst in, only to find what appeared to be two Struckers fighting one another, each of whom claimed that the other was actually Fury in disguise. Fury then pulled the Strucker mask off of the real Strucker, revealing a Fury mask beneath. The HYDRA guards began firing at the real Strucker who in utter confusion fled through the nearest doorway to escape. He found himself in a nuclear reactor chamber and was immediately incinerated.

Fury fled the island just before the Death Spore bomb, which had been triggered by the unsuspecting Strucker, detonated, virtually sinking the island. The dome prevented any of the spores from escaping to the outside world. Hence all HYDRA members present on the island were killed. HYDRA fragmented after Strucker's death and has yet to regain the power it had under his leadership.

STATISTICS

F EX (20)
A GD (10)
S TY (6)
E GD (10)
R IN (40)
I PR (4)
P GD (10)

Health: 46

Karma: 54

Resources: RE (30)

Popularity: -20 (20 in the Third Reich)

BACKGROUND

Real Name: Baron Heinrich Zemo

Occupation: Scientist, Axis agent

Legal Status: German nobleman and international criminal

Identity: Known to authorities

Place of Birth: Castle Zemo, Germany

Marital Status: Married

Known Relatives: Hilda (wife), Baron Helmut Zemo (son)

Base of Operations: Nazi Germany; Amazon Jungle, Brazil

Past Group Affiliations: Third Reich, original Masters of Evil

Present Group Affiliation:

KNOWN POWERS

All Baron Zemo's powers were derived from equipment.

EQUIPMENT:

Adhesive X: an adhesive of Unearthly strength that sets in a single turn.

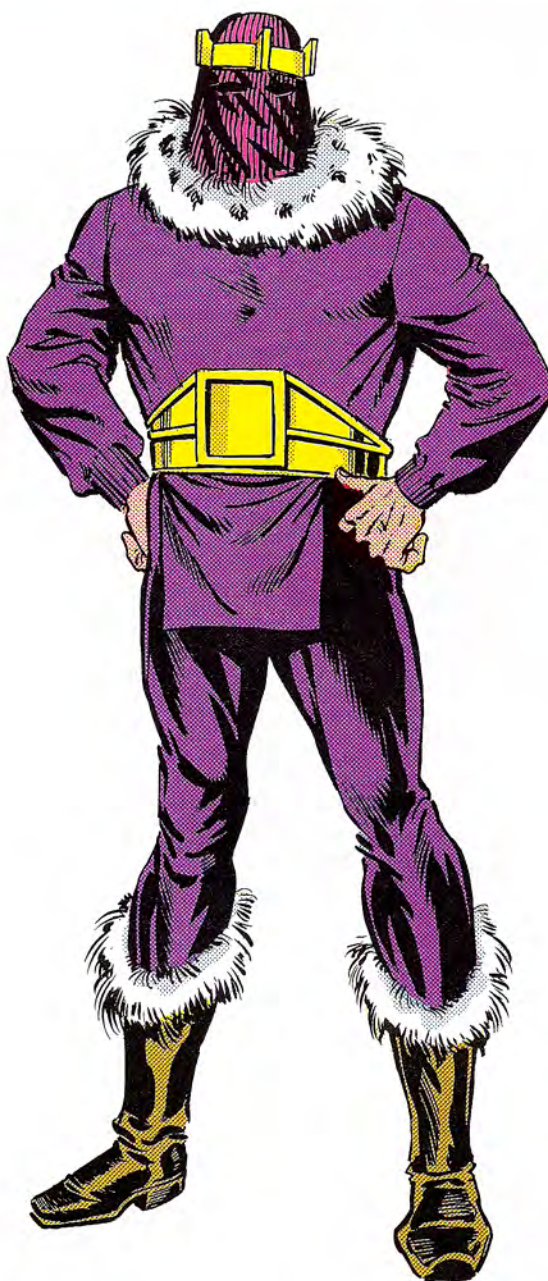
Laser Cannon: Inflicts Amazing damage at a range of 1/2 mile.

Laser Pistol: Inflicts Excellent damage at a range of 5 areas.

Talents: Zemo is an expert in the fields of adhesives, physics, weapons design, and artificial life.

Contacts: The Third Reich, the original Masters of Evil

ADDITIONAL NOTES:



ROLE PLAYING NOTES

Baron Zemo is a power-hungry conqueror. He delights in researching exotic weaponry. He is a sadist who prefers to put people in inescapable deathtraps rather than kill them outright.

STATISTICS

F GD (10)
A TY (6)
S GD (10)
E EX (20)
R IN (30)

I GD (10)

P GD (10)

Health: 46

Karma: 50

Resources: RE (30)

Popularity: -10

BACKGROUND

Real Name: Helmut Zemo

Occupation: Scientist

Legal Status: German nobleman with no criminal record.

Identity: Known to authorities

Place of Birth: Leipzig, Germany

Marital Status: Single

Known Relatives: Heinrich Zemo (father), Hilda (mother)

Base of Operations: Castle Zemo, Sierra Madre Oriental Mountains, Mexico

Past Group Affiliations: former allies of Primus, Mother Superior, and the Red Skull

Present Group Affiliation:

KNOWN POWERS

All Baron Zemo's powers are derived from equipment.

EQUIPMENT:

Adhesive X: an adhesive of Unearthly strength that sets in a single turn.

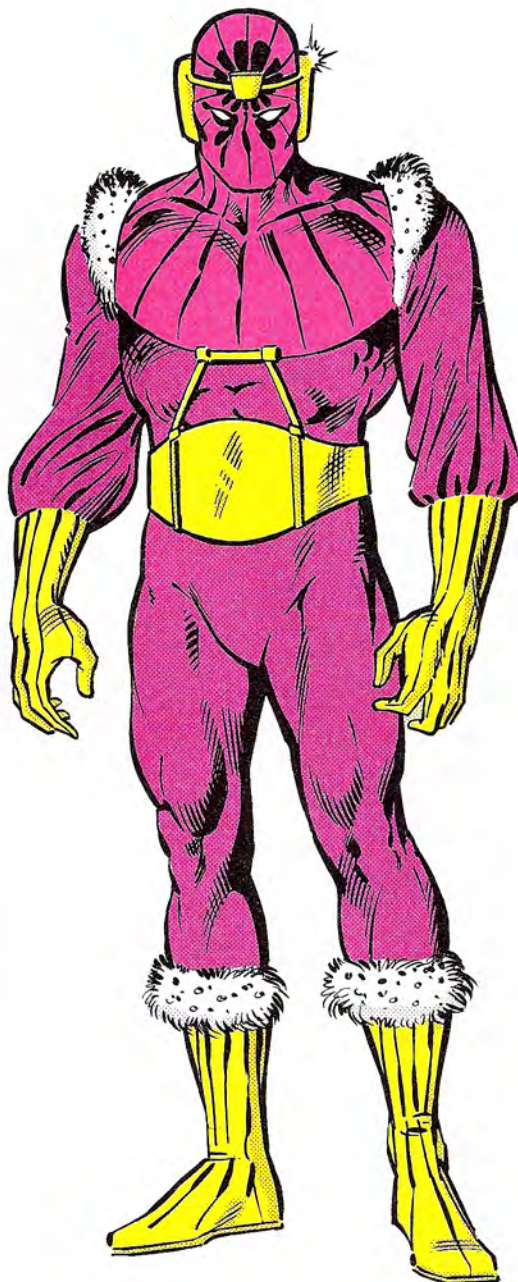
Laser Cannon: Inflicts Amazing damage at a range of 1/2 mile.

Laser Pistol: Inflicts Excellent damage at a range of 5 areas.

Talents: Baron Zemo (II) is an expert in the creation, use, and repair of his father's devices, as well as being a master in chemistry, biology, and biochemistry (treat Reason as Amazing).

Contacts: The Red Skull, the original Masters of Evil

ADDITIONAL NOTES:



ROLE PLAYING NOTES

The junior Baron Zemo is a power-hungry conqueror like his father. He is interested in avenging his father's defeats and destroying those who opposed him. He is obsessed with destroying Captain America.

HISTORY

Helmut Zemo is the son of Baron Heinrich Zemo, the master Nazi scientist and enemy of Captain America.

ca. During World War II, the elder Zemo made many scientific discoveries for the Third Reich, among which was Adhesive X, a powerful bonding agent. In battle with Captain America, Zemo was doused with Adhesive X, permanently affixing the mask Zemo wore to conceal his identity to his face. Zemo's only son, Helmut, believed this led to his father's insanity. When Captain America was revived from his decades-long suspended animation, the elder Zemo, estranged from his wife and son, came out of hiding in

South America to battle him. The elder Zemo eventually died in battle with Captain America, when the former accidentally triggered a rockslide with his disintegrator gun and was buried by it.

Eventually learning the circumstances of his father's demise, young Helmut Zemo blamed Captain America and decided to follow in his father's footsteps and avenge him.

STATISTICS

F TY (6)
A TY (6)
S EX (20)
E AM (50)
R TY (6)
I TY (6)
P EX (20)

Health: 82

Karma: 32

Resources: PR (4)

Popularity: 0

BACKGROUND

Real Name: Basil Elks

Occupation: Criminal

Legal Status: U.S. Citizen with a criminal record

Identity: Secret

Place of Birth: Norristown, Pennsylvania

Marital Status: Unknown

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliation: None

Present Group Affiliation:

KNOWN POWERS

Powers:

Body Armor: Incredible protection against physical attack

Cold Generation: Poor rank

Geoforce: Excellent rank

Heat Generation: Excellent rank

Plasma Generation: Incredible rank

Radiowave Generation: Incredible rank

Self-Sustenance: He can go several weeks without food.

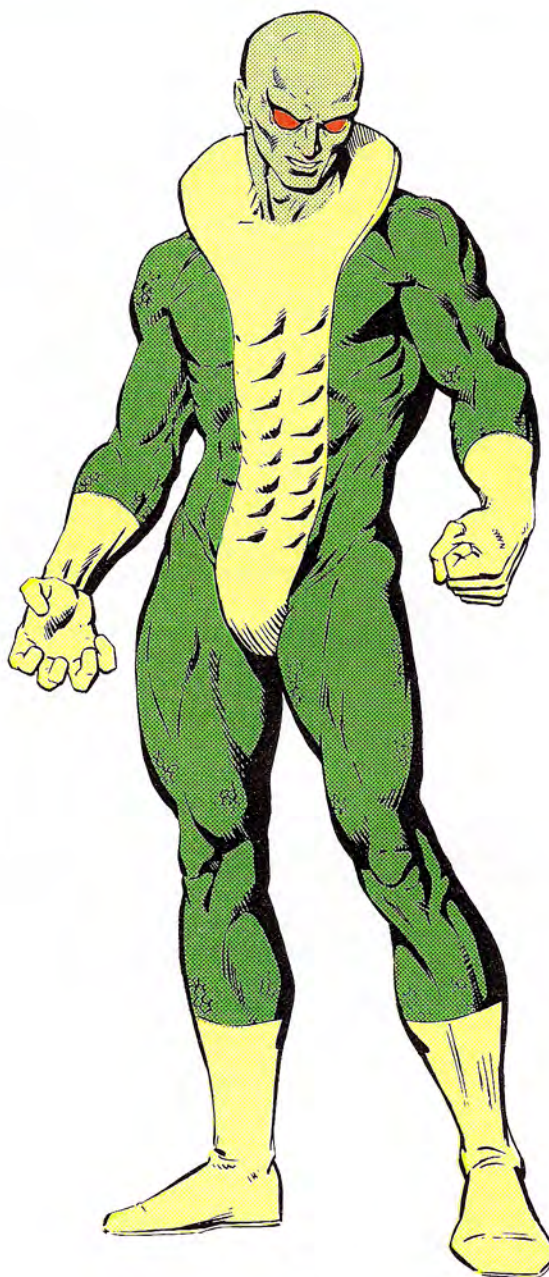
Teleportation: Amazing rank

True Invulnerability: Excellent rank

Whirlwind: Remarkable airspeed

Talents: Criminal skills.

Contacts: None



ADDITIONAL NOTES:

ROLE PLAYING NOTES

Basilisk is an insecure person who wants to lash out at the world that he thinks mocks him. He revels in his power as a means of making the world acknowledge him. He resents those who oppose him and will develop monomaniacal obsessions with destroying such persons.

HISTORY

Basil Elks was a convicted burglar with an undistinguished criminal career. One of his fellow prison inmates, who was more erudite than the rest, mocked Elks by making a pun on his name and calling him "Basilisk," after the mythological creature which could kill with its glance. Other prisoners seized upon the new nickname as a means of ridiculing Elks, thus ironically contrasting the basilisk's fearsome reputation with Elks' own image of being a loser.

After leaving prison, Elks attempted to steal a large gem from a New York City museum. Elks was discovered by a museum guard and reached for his gun, unwilling to return to prison and face further ridicule. The guard fired his own gun, but his bullet missed Elks and struck the gem, causing it to explode. Unknown to Elks and the museum authorities, the gem was actually the so-called Alpha-Stone, a power object once possessed by the alien Kree. A Kree starship crewman had stolen both the Alpha-Stone and another such gem, the Omega-Stone, and escaped in a small spaceship which exploded; some-

how the two gems ended up on Earth. The explosion of the Alpha-Stone transformed Elks into a super-human being, who overpowered the guard and escaped. Elks adopted the name "Basilisk" as one that was appropriate to his newfound powers, and sought the Omega-Stone in order to increase them. In the course of his search, the Basilisk clashed with both Spider-Man and the Kree Captain Mar-Vell. The Omega-Stone was embedded underground in the Wall Street area of lower Manhattan. Mar-Vell found the gem, but when he touched it, the gem grew to gigantic size and enveloped him.

The enlarged Omega-Stone was then teleported to the underground domain of the Mole Man, who intended to use its energies to power the immense laser-cannon he planned to use to attack the surface world. Spider-Man and Mister Fantastic opposed the Mole Man, the Basilisk arrived at the scene, and Captain Mar-Vell freed himself from the Omega-Stone, which returned to its original size. The laser cannon malfunctioned, causing magma pits to erupt. When the Basilisk reached for the Omega-Stone, he was covered by molten lava.

However, the Omega-Stone had grown and encased the Basilisk at his touch, protecting him from the lava. The Basilisk was immobile inside the Omega-Stone, which was

eventually found by members of the underground race of Molian Subterraneans, one of whom somehow unintentionally released the Basilisk from the Omega-Stone by touching it. The Basilisk now possessed the powers given him by both the Alpha-Stone and the Omega-Stone. He caused a volcano to rise in the Savage Land in Antarctica, and fought the Thing within the volcano. The Basilisk had used his increased powers to begin volcanic chain reactions with which he intended to destroy civilization, thereby gaining vengeance for the ridicule he had endured in the past. The Basilisk teleported himself and the Thing into a volcano he caused to rise just off New York City, in the Hudson River. The Basilisk proceeded to wreak havoc in New York City, but was fought by Spider-Man and the Thing, who knocked him toward his own volcano. As the Basilisk lost consciousness, his destructive eyebeams went out of control and blew up the volcano. The Basilisk found himself trapped underground.

Months later, the Basilisk finally reached the surface, emerging at the site where the Fantastic Four's new headquarters, Four Freedoms Plaza, was being constructed. However, no sooner had the Basilisk appeared than he was ignominiously murdered by the vigilante Scourge, who was disguised as a workman.

BATROC THE LEAPER

STATISTICS

F IN (40)
A RE (30)
S GD (10)
E EX (20)
R GD (10)
I EX (20)
P GD (10)

Health: 100

Karma: 40

Resources: GD (10)

Popularity: -5

BACKGROUND

Real Name: George Batroc

Occupation: Mercenary

Legal Status: French citizen with criminal record

Identity: Publicly known

Place of Birth: Marseilles, France

Marital Status: Single

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: French Foreign Legion

Present Group Affiliation:

KNOWN POWERS

Powers: None

Talents:

Savate: He is skilled in this Martial Art that uses leaps and kicks. He can Slam or Stun opponents larger than himself. He can do Excellent damage each attack.

Leaping and Tumbling: He can leap more than 20 feet. If he makes a successful Agility Feat when Slammed or thrown, he lands on his feet and negates any harmful effects he might otherwise have suffered.

ADDITIONAL NOTES:

ROLE PLAYING NOTES

In his early adventures, Batroc was an egotist who believed his skills were enough to do what he wanted. In his later capers, he became aware of the need to select allies able to assist him in specific tasks. He is a mercenary and has no real loyalty to his henchmen.

LIVING LASER (Original Human form)

STATISTICS

F GD (10)
A GD (10)
S GD (10)
E EX (20)
R EX (20)
I TY (6)
P TY (6)

Health: 50

Karma: 32

Resources: N/A

Popularity: -10

BACKGROUND

Real Name: Arthur Parks

Occupation: Mercenary

Legal Status: US citizen (deceased)

Identity: Publicly known

Place of Birth: USA

Marital Status: Unknown

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: Batroc's Brigade (original)

Present Group Affiliation:

KNOWN POWERS

Powers: None

Weapons:

Laser Projectors: Laser on each wrist releases a beam of Incredible rank.

Talents: Parks was a physicist specializing in lasers.

ADDITIONAL NOTES:

ROLE PLAYING NOTES

When he was still human, he developed a fixation on the Wasp. He believed that by defeating Wasp's male colleagues, he could make her love him.

MACHETE

STATISTICS

F RM (30)
A EX (20)
S GD (10)
E RM (30)
R TY (6)
I GD (10)
P TY (6)

Health: 90

Karma: 22

Resources: TY (6)

Popularity: 0

BACKGROUND

Real Name: Ferdinand Lopez

Occupation: Ex-revolutionary, mercenary

Legal Status: Citizen of San Diabolo

Identity: Secret

Place of Birth: San Diabolo

Marital Status: Unknown

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: Batroc's Brigade (current)

Present Group Affiliation:

KNOWN POWERS

Powers: None

Talents: He is bilingual in English and Spanish.

Weapons: He can attack with swords, machetes, and knives at Incredible rank. He carries two machetes and eight to ten daggers at all times.

Gauntlets: Directional electromagnets in the palm enable Machete to attract a chosen target up to 200 pounds in weight at a distance of 1 area. The electromagnets pull with Excellent Strength.

ADDITIONAL NOTES:

ROLE PLAYING NOTES

Machete sees himself as the liberator of San Diabolo. He is working to raise the money to fund a successful revolution.

PORCUPINE

STATISTICS

F EX (20)
A GD (10)
S EX (20)
E RM (30)
R GD (10)
I GD (10)
P TY (6)

Health: 80

Karma: 26

Resources: EX (20)

Popularity: -5

BACKGROUND

Real Name: Alex Gentry

Occupation: Criminal

Legal Status: US citizen with criminal record (deceased)

Identity: Publicly known

Place of Birth: USA

Marital Status: Unknown

Known Relatives: None

Base of Operations: New York City

Past Group Affiliations: Batroc's Brigade (second)

Present Group Affiliation:

KNOWN POWERS

Powers: None

Talents: He is skilled as a Weapons designer.

Body Armor:

Battle Suit: Incredible protection against physical attacks and Incredible protection against energy attacks. The quills covering the suit automatically do Good damage to any unprotected person contacting it.

Quills: The steel quills covering the suit do Excellent slashing damage.

Electricity: Incredible damage at a range of 3 areas.

Rocket: Poor airspeed

Self-Sustenance: The suit carries an internal 6-hour air supply.

Concussion Bombs: Incredible damage against a single target 3 areas away.

Knock-out Gasbombs: Amazing intensity gas in a 20-foot diameter.

ADDITIONAL NOTES:

Flame Blast: Remarkable intensity
Electrical Bolt: Remarkable intensity
Stun Gas: Remarkable intensity

ADDITIONAL NOTES:

ROLE PLAYING NOTES:

During this period, the Swordsman was simply trying to earn a living by using his weapon in the most profitable way.

WHIRLWIND

STATISTICS

F	GD (10)
A	IN (40)
S	GD (10)
E	RM (30)
R	TY (6)
I	TY (6)
P	TY (6)

Health: 90

Karma: 18

Resources: TY (6)

Popularity: 0

BACKGROUND

Real Name: David Cannon

Occupation: Criminal

Legal Status: US citizen with criminal record

Identity: Known to authorities

Place of Birth: USA

Marital Status: Single

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: Batroc's Brigade (second), Masters of Evil

Present Group Affiliation:

KNOWN POWERS

Hyper-Speed: Good speed

Spinning: He can rotate at 400 RPM. This gives him Invulnerability to vertigo, Remarkable body armor against physical and missile attacks, and Monstrous Strength when breaking a hold.

Wind Control: He can focus his power to create air-rams that do Remarkable damage or create tornadoes of Remarkable strength.

Flight: Good airspeed

Talents: Cannon is a wrestler, ice skater, circus performer, and chauffeur.

ADDITIONAL NOTES:

ROLE PLAYING NOTES

Whirlwind's goal is to get rich. He will help anyone who can help him.

ZARAN

STATISTICS

F	RM (30)
A	RM (30)
S	EX (20)
E	EX (20)
R	GD (10)
I	GD (10)
P	GD (10)

Health: 100

Karma: 30

Resources: GD (10)

Popularity: 0

BACKGROUND

Real Name: Maximillian Zaran

Occupation: Mercenary, assassin

Legal Status: Citizen of Great Britain with criminal record

Identity: Secret

Place of Birth: Unknown

Marital Status: Single

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: Batroc's Brigade (current)

Present Group Affiliation:

KNOWN POWERS

Powers: None

Talents: He is a master with all forms of armed combat. Any use of weapons adds +1 CS. His extensive Martial Arts training enables him to Slam or Stun opponents whose Endurance ranks are higher than his Strength.

ADDITIONAL NOTES:

ROLE PLAYING NOTES:

Zaran likes to pit himself against other masters of martial arts. He engages in long-running feuds against equals but will either ignore or quickly dispose of lesser adversaries.

ROLE PLAYING NOTES

Porcupine was one of the first of the modern supervillains. He resented the greater success achieved by later villains. He saw himself as a two-time loser despite his best efforts.

SWORDSMAN

STATISTICS

F	RM (30)
A	EX (20)
S	GD (10)
E	EX (20)
R	TY (6)
I	TY (6)
P	TY (6)

Health: 80

Karma: 18

Resources: EX (20)

Popularity: 30

BACKGROUND

Real Name: Unrevealed

Occupation: ex-Circus performer, ex-criminal, mercenary, adventurer

Legal Status: US citizen (deceased)

Identity: Secret

Place of Birth: Unrevealed

Marital Status: Married posthumously to *Mantis*

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: Batroc's Brigade (original), Avengers

Present Group Affiliation:

KNOWN POWERS

Powers: None

Talents: He is skilled in swordplay.

Weapon: His Makluuan Sword is made of Monstrous material. It does Excellent damage when used as a sword. Other powers incorporated into the sword include:

Force Beam: Remarkable intensity

Disintegrator: Remarkable damage against nonliving targets

STATISTICS

F EX (20)
A RM (30)
S RM (30)
E RM (30)
R TY (6)
I GD (10)
P GD (10)

Health: 110

Karma: 26

Resources: TY (6)

Popularity: 10

BACKGROUND

Real Name: Lemar Hoskins

Occupation: Former soldier, now agent of the United States government

Identity: Secret

Legal Status: American citizen with a criminal record

Other Known Aliases: Bucky

Place of Birth: Unknown

Marital Status: Single

Known Relatives: None

Base of Operations: Washington, D.C.

Group Affiliation: Member of the Buckies (Bold Urban Commandos), partner of Super Patriot, partner of Captain America

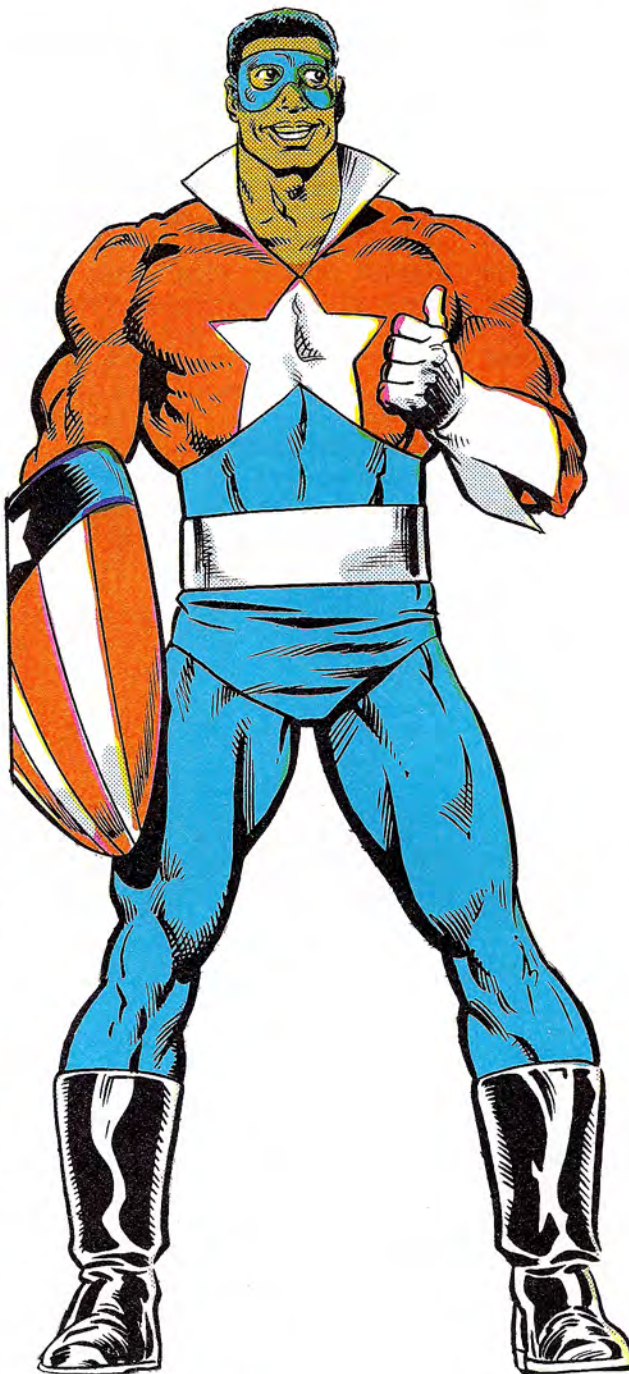
Present Group Affiliation:

KNOWN POWERS

Body Armor: Battlestar has Good protection against physical and energy attacks.

Talents: Hoskins has Martial Arts B and E, and has been trained with Acrobatics and Tumbling skills. However, Hoskins is illiterate.

Contacts: Hoskins has contacts with John Walker, the Super Patriot/Captain America, and may still have connections with the Unlimited Class Wrestling Federation and old military friends.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Battlestar is a rather vicious individual who does not take his job as seriously as John Walker, the Super Patriot/Captain America. Battlestar has no qualms about using excessive force against his opponents, or about killing people. He has a very bad temper that is easily provoked.

HISTORY

Lemar Hoskins was born in a large urban area, and is believed to have fought his way out. Little is known about his childhood. He became a soldier, and in doing so, became good friends with John Walker, later Steve Rogers' replacement as Captain America. Together with another pair of soldiers (known only as Hector and Jerry), they left the army and joined the Power Brokers' augmentation program. They were successfully augmented, and would likely have joined the Unlimited Class

Wrestling Federation. However, they were approached by a hustler named Ethan Thurm, who created the Super Patriot scam. Hoskins, Hector, and Jerry would dress up as the Buckies (Bold Urban Commandos dressed up in Captain America masks), while Walker, as the Super Patriot, would stop them, and enhance the Super Patriot's reputation. In addition, the Buckies committed acts of terror against people whom Walker believed were corrupting the morals of the nation and spying against the United States.

Hoskins and the other Buckies attacked Captain America, but Hoskins was easily defeated, and

was imprisoned. After being released on bail (with Thurm's money), Hoskins continued to assist Walker with his scam when the United States Taskforce on Superhuman Resources asked Super Patriot to replace Steve Rogers as Captain America. Walker asked for his old partners to join him. Hoskins was the only member of the Buckies to pass through the security check, and was named the new Bucky.

Recently, Hoskins had become tired of the name Bucky, and changed his name to Battlestar. Whether Hoskins can continue to serve in the role of Captain America's partner remains to be seen.

STATISTICS

F IN (40)
A IN (40)
S RM (30)
E EX (20)
R EX (20)
I GD (10)
P EX (20)

Health: 130

Karma: 50

Resources: RM (30)

Popularity: 0

BACKGROUND

Real Name: Henry ("Hank") McCoy

Occupation: Biochemist, adventurer, member of X-Factor

Legal Status: Citizen of the U.S. with no criminal record

Identity: Publicly known

Place of Birth: Dundee, Illinois

Marital Status: Single

Known Relatives: Norton (father), Edna (mother), Robert (uncle)

Base of Operations: Mobile

Past Group Affiliations: Former member of the X-Men, the Avengers, and the Defenders, founding member of X-Factor.

Present Group Affiliation:

KNOWN POWERS

Feet and Hands: The Beast can use his feet as a second set of hands, giving him a +1 CS when wrestling. Both are substantially larger than the human norm.

Climbing: The Beast's dexterity is so good and the muscles in his feet and hands are so developed that he can climb any wall or hang from any ceiling that can give him purchase (such as brick or concrete, but not smooth steel or glass) with Remarkable skill.

Balance: The Beast's balance is such that he can walk a tightrope automatically, and a slack rope with an Agility FEAT roll. His sense of balance helps him to fall up to three stories (30 feet) without receiving damage, provided he lands on his feet (Agility FEAT roll). He can prevent damage from a longer fall by grabbing and swinging off protrusions in the fall's path every 3 stories (flagpoles, lampposts, etc.), as long as he keeps making Agility FEAT rolls.

Leaping: The Beast's Strength is

considered Amazing for leaping purposes.

Hank has one power stunt he has developed with his leaping technique:

- The Beast can make a "banked shot" which allows him to bounce from several walls and stop his momentum by crashing into an opponent. When the Beast performs this maneuver, he is considered to be Dodging with Remarkable Agility, and strikes on the Charging column with Remarkable Endurance.

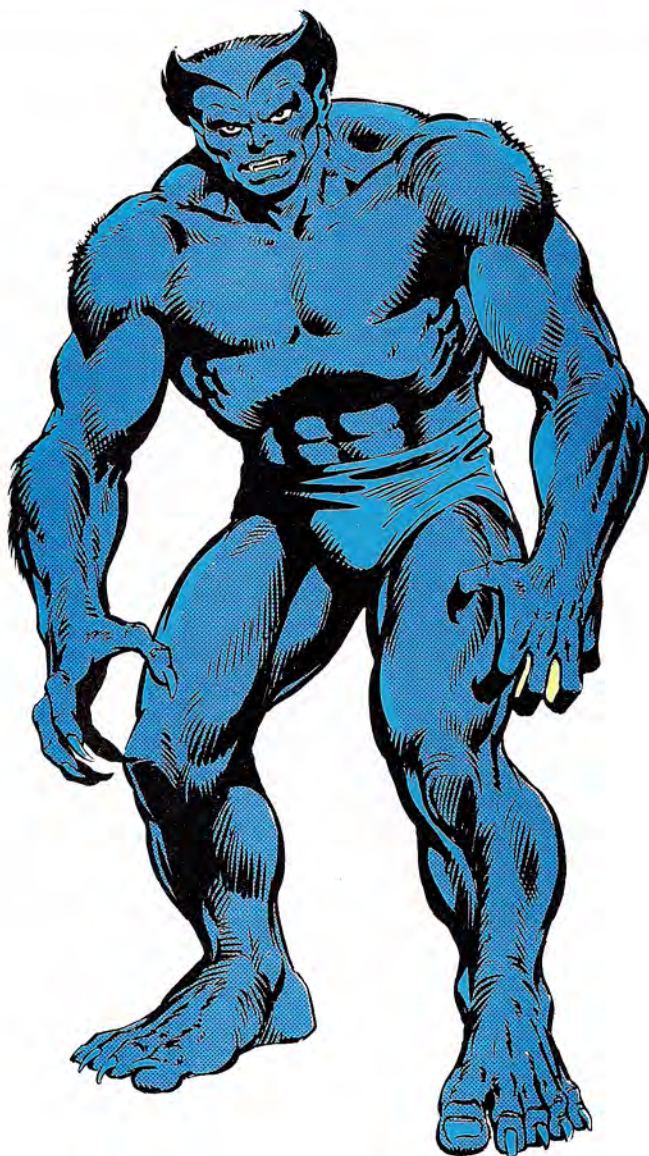
Lightning Speed: The Beast's ground speed should be considered Excellent when sprinting. He must make a successful Endurance FEAT roll (modified by -1 CS for every round of continuous sprinting) or suffer -1 CS in all actions taken during

the round in which he stops.

Enhanced Strength: During his recent fight with Pestilence of the Four Horsemen, the Beast was infected with a bizarre disease that allows him to boost his Strength, but at the cost of his Reason. He can enhance his Strength up to Amazing rank, but his Reason decreases by 2 rank numbers (although Karma remains unchanged). As of this writing his Reason is down to Typical (6).

Talents: Hank McCoy is skilled in Biochemistry, Genetics, and Electronics. He uses Acrobatics, Tumbling, and Martial Arts C in combat. He speaks fluent French, Italian, Russian, and perhaps other languages.

Contacts: The Beast is a current member of X-Factor and a former



member of the Avengers and Defenders. His contacts with the Brand Corporation, his former employer, and with universities where he has acted as a campus speaker, are tenuous at best.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

The Beast is usually as bright, witty, and erudite as he is agile and strong, often speaking in pretentious phrases. Tragically, his weakened mind can now only hold such concepts as loyalty and revenge.

HISTORY

Henry McCoy is a mutant whose powers were in evidence since birth. The probable cause of his mutation was his father's exposure to massive amounts of radiation during a nuclear power plant "incident." As a youth, McCoy's superhuman agility and athletic prowess earned him recognition in school as a star football player. It was then that Professor Charles Xavier learned of him and invited him to join his School for Gifted Youngsters. As a member of Professor Xavier's original X-Men, McCoy was given the code name "Beast." Upon graduation, McCoy was hired as a genetic researcher at the Brand Corporation. There he isolated a chemical catalyst that triggered mutations and sampled the serum in hopes of changing his appearance enough so he could ferret out enemy agents at the facility. The serum caused fur to grow over his entire body, enlarged his canine teeth, and increased his already prodigious athletic ability. By remaining too long in this altered state, McCoy

learned that he could not return to his former appearance. He later learned to accept his more beast-like looks. Leaving Brand, he joined the Avengers and became a full-time adventurer. The Beast left the Avengers after a distinguished stint of service and joined the Defenders, which he decided to reorganize into a more formal and cohesive team. Still later, he and the other members of Xavier's first "class" of X-Men reunited to form the team known as X-Factor.

Early in his X-Factor career, McCoy was subjected to experiments by a former co-worker, Carl Maddicks, that inadvertently restored him to his original human form. As a member of X-Factor he also played the part of an "X-Terminator," a cover identity that allowed the members of X-Factor to operate covertly as mutants. During a battle with Apocalypse's Four Horsemen, the Beast was infected by Pestilence. As a result, his intellect now decreases every time he "pushes" his strength. Only time will tell whether this "disease" wears off or can be cured.

STATISTICS

F GD (10)
A GD (10)
S RM (30)
E EX (20)
R EX (20)
I RM (30)
P TY (6)

Health: 70

Karma: 56

Resources: EX (20)

Popularity: -10

BACKGROUND

Real Name: Abner Jenkins

Occupation: Former mechanic, now professional criminal

Identity: Publicly known

Legal Status: Citizen of the United States with a criminal record

Other Known Aliases: None

Place of Birth: Baltimore, Maryland

Marital Status: Single

Known Relatives: None

Base of Operations: New York

Group Affiliation: Former employee of the Collector and Justin Hammer, former partner of the Gladiator, former member of the Sinister Syndicate, former member of Masters of Evil III

Present Group Affiliation:

KNOWN POWERS

Body Armor: All of Jenkins' superhuman powers derive from his microwave powered armor. Jenkins' normal stats are:

F A S E R I P
GD GD TY TY EX RM TY

The armor provides Excellent protection from physical attacks and Remarkable protection from energy attacks. As it is powered by microwaves, he jams microwaves within three areas with Incredible intensity. **Wall-Crawling:** Suction cups on his gloves and feet allow Beetle to wall-crawl with Excellent ability.

Flight: Beetle normally flies at Poor Speed (4 areas/turn). This is raised to Good Speed (8 areas/turn) if power is shunted from all other systems. The wings are made of mylar (Good material strength).

Electro-bite: By placing the second and third fingers of a gauntlet together, the Beetle may fire an Excellent electrical (Energy) attack up to ten

areas away.

Battle Computer: Mounted in the chestplate of the battlesuit, Beetle's Battle Computer can be programmed with the fighting styles of particular foes, so that Beetle can anticipate their movements and attack accordingly. Against programmed foes, Beetle is +2CS on Fighting FEATs, +1CS on Agility FEATs, and +2CS on Intuition FEATs, including initiative. The fighting style must be filmed and analyzed by computer to be programmed for these abilities. Programs exist for Spider-Man,

Daredevil, Iron Man (Tony Stark, old suit), and Captain America (Steve Rogers).

Talents: Beetle has Electronics and Repair/Tinkering Skill.

Contacts: Beetle is a former employee of Justin Hammer and the Foreigner, and is a former member of Egghead's Masters of Evil. He has purchased modifications of his armor from the Tinkerer.



ADDITIONAL NOTES:

ROLE PLAYING NOTES

Jenkins was a master mechanic who turned to crime to alleviate the boredom in his life. As the Beetle, Jenkins works as a mercenary for anyone willing to use his services. His major goal is to impress potential employers. Jenkins has a minor grudge against Spider-Man, but would rather make money than pursue it.

HISTORY

Abner Jenkins was a master mechanic at an aircraft parts factory who became dissatisfied with his boring, low-paying job. Using his considerable mechanical knowledge, Jenkins built an armor-plated, strength-augmenting suit, a pair of gravity-defying wings, suction-fingered gloves, and a cybernetic control helmet. Calling himself the Beetle, Jenkins decided to use his battle-suit for fame, wealth, and adventure. The Beetle chose to lure the Human Torch and the Thing into battle, believing a victory over half the Fantastic Four would make him an overnight sensation. Unfortunately, the Thing and the Torch defeated him, and he was sent to prison. Paroled a short time later, he sought revenge on the Torch, but found himself in battle with Spider-Man instead. Once again he was defeated. Upon his release, he decided to forego petty revenge and concentrate on the acquisition of wealth. He battled Spider-Man and Daredevil separately on various occasions, and once was recruited by the Collector to serve as his unwilling agent. Under the Collector's domination, the Beetle faced the Avengers.

Losing every battle against costumed crimefighters and failing to accumulate very much wealth, the Beetle offered his services to under-

world financier Justin Hammer, who kept various superhuman criminals on retainer. His offer accepted, the Beetle was dispatched against the original Iron Man, as part of a battalion of costumed criminals. His Beetle armor was severely damaged by Iron Man during the fight.

Jenkins then invested all of the capital he could acquire into the modification and refinement of his Beetle armor. With the assistance of the Tinkerer, he produced a new battle-suit with far greater capacities than his old one. Before launching his come-back, the Beetle recruited the criminal Ringer to put Spider-Man through his paces. The Beetle wished to study Spider-Man's fighting style and program it into a computer system so he could anticipate his opponent's moves. Despite his preparations and new battle-suit, the Beetle was defeated by Spider-Man. He was later freed from prison by Egghead who recruited him for his Masters of Evil organization. The Beetle and the other Masters of Evil were defeated by the Avengers.

Following this defeat, the Beetle worked for the Foreigner and attempted to kill Spider-Man and Silver Sable as a member of the Sinister Syndicate. Again, he was defeated. Recently, Iron Man discovered that the Beetle's suit used technology stolen from his own armor, and destroyed the Beetle armor. Whether the Beetle can recover from this defeat remains to be seen.

STATISTICS

F EX (20)
A GD (10)
S GD (10)
E UN (100)
R EX (20)
I RM (30)
P UN (100)

Health: 140

Karma: 150

Resources: RE (30)

Popularity: 150

BACKGROUND

Real Name: (allegedly) Belasco

Occupation: Sorcerer serving the Elder Gods

Identity: His existence is unknown to the general population of Earth.

Legal Status: Citizen of Italy believed to be dead

Other Known Aliases: None

Place of Birth: (allegedly) Florence, Italy

Marital Status: Unknown

Known Relatives: None

Base of Operations: Formerly Florence, Italy, formerly Pangea, formerly Limbo, currently unknown.

Group Affiliation: None

Present Group Affiliation:

KNOWN POWERS

Magic: Belasco is a Master level sorcerer, who knows the following spells:

Personal

Imitation (Amazing)

Mind Control (Monstrous)

Psi-Screen (Monstrous)

Sensing — Magic Detection (Monstrous)

Universal

Body Transformation — Others

(Monstrous: Belasco can transform others into monster versions of themselves, most notably turning Kitty Pryde into the bestial Cat.)

Eldritch Beams (Amazing)

Ensnaring (Monstrous): Belasco has ensnared people in crystal, and then extracted their skeletons (while the victims remain alive).

Fire Control (Amazing)

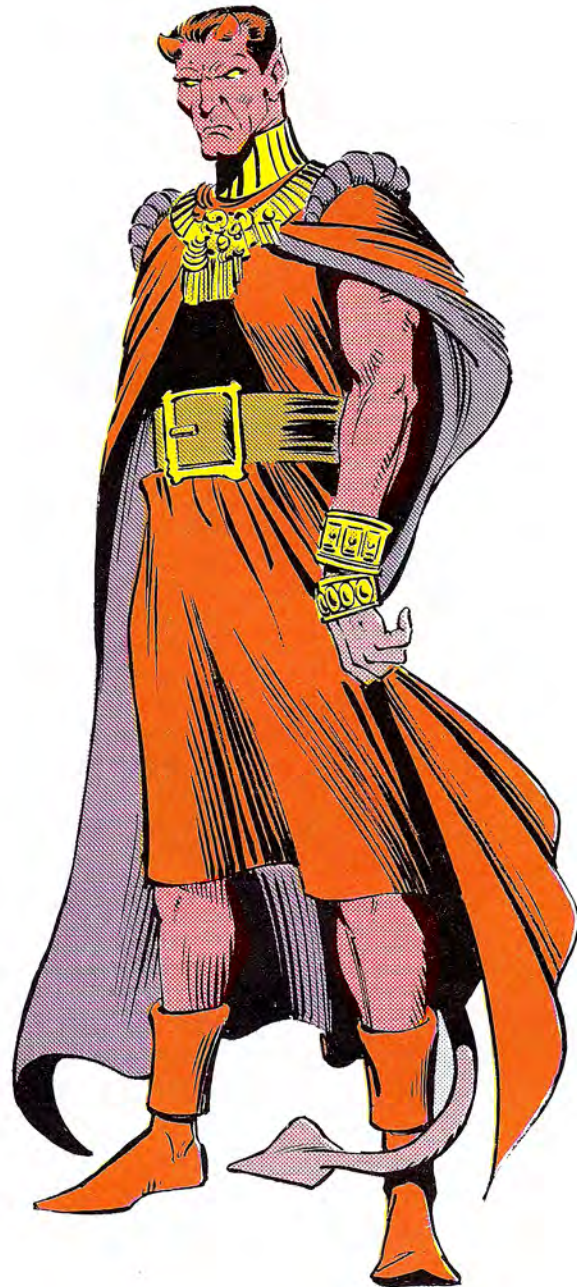
Raise Dead (Amazing)

Dimensional

Immortality

Summoning (Elder Gods): Belasco must have the five Bloodstones in place to perform the ritual.

Susceptibility to Sword: Belasco is susceptible to Magik's (Illyana Rasputin's) magic sword. Each time he is struck by it, he must make a yellow Endurance and Psyche FEAT roll, or he will lose one rank of Endurance and/or Psyche.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Belasco is a truly evil fiend, who confidently exults in his abilities. Belasco's deeds are all done for the benefit of the Elder Gods, who punish him horribly for failure. Belasco plans to recapture Limbo and take vengeance on those who have wronged him.

HISTORY

According to probably erroneous accounts, Belasco was a sorcerer in 13th century Italy who used his alchemical and black arts knowledge to contact the so-called Elder Gods, extradimensional beings bent on invading and dominating Earth. He struck a bargain with them: he would enable their passage into the Earth dimension via a spell using mystical bloodstones, in exchange for them granting him unbelievable powers and immortality. The Elder Gods designated Belasco the father of a new race of demons, and made him partially demonic, giving him horns and a tail among other features. This much of the accounts is probably true.

Next it is asserted that Belasco kidnaped Beatrice, lover of the poet Dante Alighieri, to be the mother of the new demon-race. They fled aboard a ship (pursued by Dante) and landed in Pangea, formerly settled by Atlanteans before the cataclysm. By this time Beatrice was in her ninth month of pregnancy.

After a grueling chase to the center of an exhibit which the Atlanteans had allegedly designed for their own amusement to resemble Hell, Beatrice died while giving birth. Dante attacked Belasco, and during the fight, Belasco broke an overhead

pipe, releasing a freezing liquid onto himself. He entered a state of suspended animation. Theoretically he remained in this state for several centuries. Volcanic activity in Pangea caused an electrical accident which melted the frozen liquid and returned him to life.

These accounts are contradicted by the historical data on Dante and Beatrice. It is also highly unlikely that the Atlanteans could have replicated the Greek and Christian visions of Hell so closely. More likely, Belasco used Pangean technology to construct the exhibit. Finally, Belasco's account conceals the loss of his right arm.

Upon regaining the locket that would enable him to bring the Elder Gods to Earth, Belasco controlled Shanna O'Hara with the intent to make her the mother of the demonic race. The rite to bring the Elder Gods into the Earth dimension was ruined by Ka-zar's rescue of Shanna. The Elder Gods then sent Belasco to Limbo as retribution.

Time flows differently in Limbo. It is not known how long Belasco has been there. He was absolute master of that realm until his apprentice, Illyana Rasputin (Majik of the New Mutants) defeated him. Belasco manipulated events in Limbo to facilitate his release, but was defeated again by Ka-zar and Shanna. His current whereabouts are unknown.

GROUP BACKGROUND

Beta Flight was founded by the Canadian Government as a training ground for superheroes considered to be almost experienced enough to join Alpha Flight. The original members included Box (Roger Bochs), Maria, Puck, and Flashback. Beta Flight was disbanded at the same time the government disbanded Alpha Flight, and its members scattered.

Alpha Flight was later reinstated by the Government. One day, while Jean-Paul Beaubier (Northstar) was demonstrating his skiing skills, he encountered a young girl with purple skin and mind control powers who commanded him to take her to Alpha Flight. After several misadventures, Madison Jeffries befriended her, and the Purple Girl became the first member of the new Beta Flight.

Months later, while Alpha was trying to get Madison Jeffries' brother, Scramble, to restore Roger Bochs' sanity, Scramble turned on Alpha Flight to create the monster construct Omega. Omega horribly deformed Madison Jeffries and his assistant, Whitman Knapp. This brought out Knapp's mutant abilities, and after Omega's defeat, he joined Beta Flight as its second member, Manikin.

Scramble had experimented with a group of superhumans, called the Derangers, at his clinic. The Derangers were captured by Bedlam, a creation of James MacDonald Hudson's that went awry. In Bedlam's defeat, all of the Derangers except Goblyn were killed. Despite Goblyn's savagery, and Vindicator's doubts, the Purple Girl befriended the creature. Goblyn became the third member of the New Beta Flight. It is unknown whether the group will continue to grow, or whether its members will graduate to Alpha Flight.

GOBLYN

STATISTICS

F A S E R I P
EX RM EX IN PR EX GD
Health: 110
Karma: 34



Resources: FB
Popularity: 0

BACKGROUND

Real Name: Goblyn
Occupation: Member of Beta Flight
Identity: Secret
Other Known Aliases: None
Place of Birth: Unknown, believed to be somewhere in Canada
Marital Status: Single
Known Relatives: Laura Dean (twin sister), Susan Dean (mother, presumed living), Darby Dean (father, presumed living)
Base of Operations: Mobile
Group Affiliation: Former Member of the Derangers, Current Member of Beta Flight
Present Group Affiliation:

KNOWN POWERS

Claws: Goblyn's claws can do Remarkable Edged damage.

Body Armor: Goblyn's black skin serves as Good body armor against physical and energy attacks.

Hiding: Goblyn's indigo skin allows her to hide in shadowy areas; anyone trying to spot her takes a -2CS penalty.

Tracking: Goblyn can track and recognize other creatures with Remarkable ability.

Alter-ego: Laura Dean, Goblyn's twin sister, has a psychic link with Goblyn. When Goblyn appears in the real world (which Laura calls Deadworld), Laura goes to a seemingly innocent dimension (called Liveworld). The exchange requires a Psyche FEAT roll. She can carry at least one person with telepathic abilities with her in the exchange. Laura's stats are:

F A S E R I P
FB PR FB EX FB TY TY

ADDITIONAL NOTES:

Health: 100
Karma: 14
Resources: FB
Popularity: 0

Highbrow

F A S E R I P
FB TY FB EX RM TY AM
Health: 30
Karma: 86
Resources: FB
Popularity: 0

Teleport: Highbrow can teleport at least five individuals an undetermined distance, and has been known to teleport one person several thousand miles. He apparently does not need familiarity with the destination in order to teleport people, although it is probable that one of the people teleported must have a memory of the place. Highbrow's abilities are largely a mystery.

Proto

F A S E R I P
TY GD FB GD FB TY TY
Health: 28
Karma: 18
Resources: FB
Popularity: 0

Corrosion: Proto has a touch that acts as an Incredible corrosive attack (treat as a corrosive missile with no range).

Talents: Whit has a medical skill at a Remarkable level.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Little is known of Goblyn's true nature: she is very young, and quite savage, although she appears to be tamed by Purple Girl's sentimental nature. So far, Goblyn is not a team player; she follows her instincts, not orders.

MANIKIN

F A S E R I P
GD GD TY RM EX GD GD
Health: 56
Karma: 40
Resources: GD
Popularity: 5

BACKGROUND

Real Name: Whitman Knapp
Occupation: Surgeon
Identity: Secret
Other Known Aliases: None
Place of Birth: Unknown, believed to be somewhere in Canada
Marital Status: Single
Known Relatives: None
Base of Operations: Mobile
Group Affiliation: Beta Flight
Present Group Affiliation:

KNOWN POWERS

Evolutionary Selves: Whit Knapp can create three counterparts from stages in his evolutionary development: Ape-Man, Highbrow, and Proto. These counterparts must act on Knapp's orders; they cannot act of their own volition.

Ape-Man

F A S E R I P
RM GD RM RM FB GD FB

friends with the Purple Girl.

PURPLE GIRL

F A S E R I P
TY GD TY GD TY EX AM
Health: 32
Karma: 76
Resources: PR
Popularity: 0

BACKGROUND

Real Name: Kara Killgrave
Occupation: Student
Identity: Secret
Other Known Aliases: None
Place of Birth: Toronto, Ontario, Canada
Marital Status: Single
Known Relatives: Purple Man- (father, deceased), Melinda Killgrave (mother)
Base of Operations: Mobile
Group Affiliation: Beta Flight
Present Group Affiliation:

KNOWN POWERS

Pheromones: Kara has pheromones that give her Amazing powers of Mind Control in a ten area radius. All targets turn purple while under Kara's control, and then they will obey any command to the best of their ability, although it will not affect the body's involuntary responses.

Contacts: Kara is on very good terms with Madison Jeffries, and the new Box. She is Goblyn's only friend.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Kara is somewhat impetuous, and sometimes makes mistakes with her powers and with people. She tries very hard to correct them. Kara is very young and still has much to learn.

STATISTICS

F CL1000
 A CL1000
 S CL1000
 E CL1000
 R CL1000
 I CL1000
 P CL1000

Health: 4000

Karma: 3000

Resources: UN

Popularity: 0

BACKGROUND

Real Name: Inapplicable

Occupation: Inapplicable

Identity: The Beyonder's existence is unknown to the general population of Earth.

Legal Status: Inapplicable

Other Known Aliases: Frank

Place of Birth: Inapplicable

Marital Status: Inapplicable

Known Relatives: None

Base of Operations: Mobile

Group Affiliation: None

Present Group Affiliation:

KNOWN POWERS

Omnipotence: Until "his" apparent destruction, the Beyonder was the sum total of power of its entire universe. As such, he was limited only by the restrictions that he placed on himself. The Beyonder could create and destroy matter as he chose. He could heal any and all damage to himself, and while taking the visible effects of damage, could immediately heal himself and others. He could negate any poison, correct any fault, and restore to life any being whose astral spirit was still available.

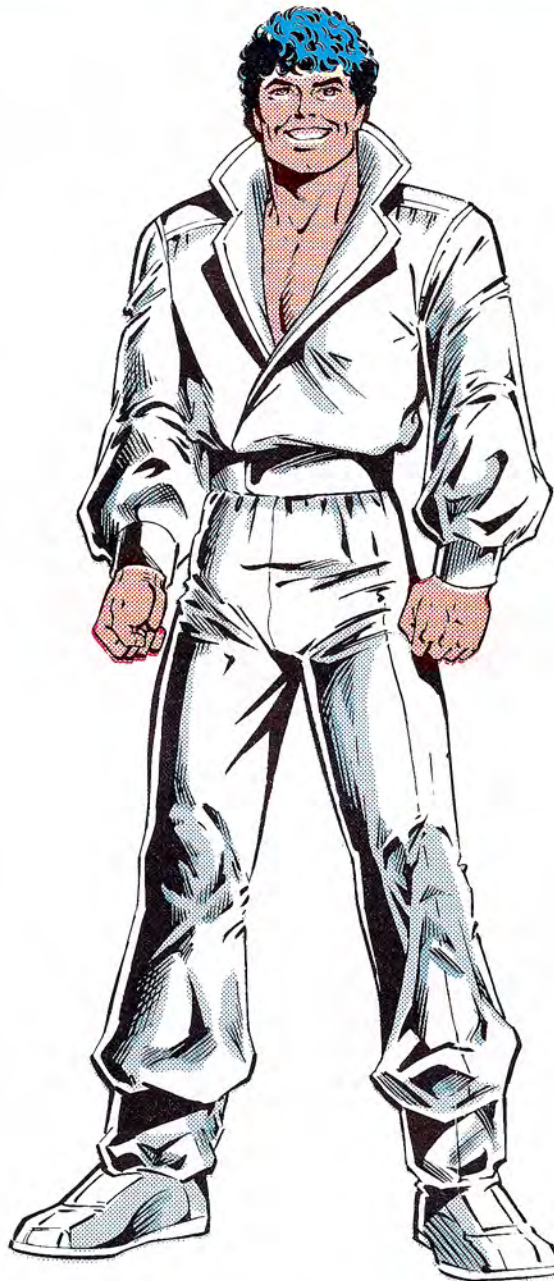
The statistics given above are for the Beyonder in his "human" form. His original form had the following statistics:

F	A	S	E	R	I	P
BY	BY	BY	BY	BY	BY	BY

He also possessed a transitional form, which he created when he tried to become fully human, which was as follows:

F	A	S	E	R	I	P
0	0	0	CL1000	0	0	0

According to Reed Richards, the Beyonder's powers had one weak-



ness; the Beyonder could not create a paradox in time. If he attempted to do so, he would destroy the universe, himself included. This restriction was only a theory, never tested.

Talents: The Beyonder had no skills, no human experience, but could perform nearly any action with his awesome powers.

Contacts: The Beyonder is well known to most of the world's most powerful superheroes, and almost joined the Avengers.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Initially, the Beyonder was extremely naive about human nature, and his early experiences involved his discovery of such basic human concepts as hunger, money, and life. Once he mastered these concepts, he began to experiment with human values, creating villains such as Kurse, and falling in love. Eventually, he found that he derived no satisfaction from his discoveries, got depressed about human nature and himself, and threatened to destroy the world.

The Beyonder has three personas; Explorer, Manipulator, and Destroyer, which the Judge can use in adventures involving him.

HISTORY

Originally, the entity known as the Beyonder comprised all of the other dimensional universe, called the "Beyond-Realm," in which he existed. The entity was entirely unaware of the existence of other beings, until several years ago when the atomic accident that transformed laboratory worker Owen Reece into the superhuman Molecule Man opened an interdimensional "pinhole" between the Beyond-Realm and the multiverse in which Earth exists. Through this gap the Beyonder observed the Earth for a number of years. The Beyonder was fascinated, since he himself was his entire reality, but each denizen of Earth was but a single entity that was part of the greater whole that was the multiverse. Hence, each sentient being on Earth, in the Beyonder's point of view, was "incomplete," and strove to remedy its incompleteness. Hence, the Beyonder believed, the driving force of the minds of all sentient beings was desire, in other words, wanting to have or become something one is not. Indeed, now that the Beyonder realized that he himself was not all that existed, he saw himself as incomplete and felt desire.

To investigate the nature of desire, the Beyonder undertook an experiment. Various adventurers based on

Earth, most of them possessing superhuman powers, went to New York City's Central Park to investigate an enormous circular construct which had materialized in the park's Sheep Meadow. Entering the construct, the adventurers and the construct were teleported to an area of outer space near a galaxy far from Earth's. Similarly, a large number of costumed criminals, found themselves in another construct in the same area of space. Aboard the constructs the passengers watched in awe as the nearest galaxy was annihilated by an unseen force, save for a single star. Then, before their eyes, a planet which became known as Battleworld, was created to orbit that star. Finally, a rift opened in space, from which a blinding light poured, and the passengers on the constructs heard a voice that told them "I am from beyond! Slay your enemies and all you desire shall be yours! Nothing you dream of is impossible for me to accomplish!" The passengers on the constructs were then sent down to Battleworld. There, over the next several days, they engaged in a "secret war" among themselves, most of the criminals sought to destroy the heroic adventurers in order to gain the prize that the Beyonder promised.

After a power struggle between the Beyonder and Doctor Doom involving Klaw and Captain America, the Beyonder vanished, and the participants in the "secret war" returned to the places from which they had come.

Months later, the Beyonder arrived on Earth to continue his study of humanity and desire. He had never possessed a form of his own before, but now he created a physical body to allow him to walk among humanity and fulfill his desire for experience in the world. After experiences with various adventurers and the criminal underworld, the Beyonder used his powers to take complete control of every mind, and in fact every atom, on Earth. He was still dissatisfied; he took no pleasure in having all those servants if they were in effect automations. He then released everyone and everything from his control, and erased everyone's memories of his

conquest of Earth (although he allowed some people to retain a vague reminiscence of it).

The Beyonder continued his experience with love and human beings. He tried to force Alison Blaire to be his lover, but failed. He also experimented with revenge, transforming Thor's enemy the Dark Elf Algrim into Kurse. The Beyonder's mood began to change. Desire was becoming a nuisance, and he was not sure he wanted to continue studying it. Briefly, he took the young mutant Boom-Boom as a companion, but terrified her when he threatened to destroy the entire universe on a whim. She alerted the Avengers, and they in turn called in other superhuman adventurers.

On advice from Doctor Strange, the Beyonder became a super hero on Earth and on other planets, trying to find a purpose in life. He obliterated Death from the universe, only to bring it back when advised that life was meaningless without it.

He briefly stayed on a South Seas island, where he was attacked by a group of supervillains led by Mephisto. The Thing saved him and inspired him again, this time to encourage others to find their meanings in life. This backfired, and left him furious. Now he decided he should destroy the multiverse so he would be alone again, leading him to slaughter most of the New Mutants in the process. This action alerted many of Earth's costumed heroes, who met him in an underground sanctum where a massive battle took place, resulting in the Beyonder's life energy being projected into another dimension where it created a new universe.

STATISTICS

F IN (40)
 A IN (40)
 S UN (100)
 E SZ (500)
 R GD (10)
 I RM (30)
 P MN (75)

Health: 680

Karma: 115

Resources: EX

Popularity: 0

BACKGROUND

Real Name: Carol Danvers

Occupation: Cosmic Rebel, Former NASA security chief, former magazine editor, former freelance writer, former military intelligence agent.

Identity: Secret

Legal Status: Citizen of the United States with no criminal record

Other Known Aliases: Ms. Marvel

Place of Birth: Boston, Massachusetts

Marital Status: Single

Known Relatives: Mother

Base of Operations: Outer Space

Group Affiliation: Current member of the Starjammers, former member of the Avengers (as Ms. Marvel), occasional companion of the X-Men (as Carol Danvers).

Present Group Affiliation:

KNOWN POWERS

Transformation: Carol can transform herself into her Binary form at will. In this form, her personality, memories, etc. do not alter, only her appearance. Her skin turns deep red and her hair turns to cold flame. She cannot stay in this form indefinitely, but the length of time has yet to be determined. The length of time would depend on her expenditure of power (if she were to be used as a sort of living battery, her powers could be depleted in a matter of hours).

Flight: Binary can convert her cosmic energy to enable her to fly at an Air Speed of CL3000. Because of an energy release when she does this, Binary may not fly faster than six areas per round when in a planetary atmosphere, as she could ignite the landscape or any organisms that live there. She has Monstrous Agility in flight. Her Strength is not lessened

when flying.

Focused Energy Release: Binary can do many things by altering the focus of her cosmic energy release. She can emit and hear light, and the rest of the electro-magnetic spectrum as well as gravity. Whenever she wishes to focus her cosmic energy and utilize it, she must make a Psyche FEAT roll. She may fire Monstrous intensity beams of heat, gravity/pressure, microwave, etc. up to 8 areas. In addition, she may perform any of the following Power Stunts:

- **Blasts** (of identical energy forms as

above) with a six area radius which does Shift Y damage (36 area radius in space or in the air.)

- **Light Burst** (intense light waves) that can blind everyone in a 6 area radius for 1-10 rounds if they do not make an Endurance FEAT roll vs. Unearthly.

- **Repower** any type of battery that is charged with electro-magnetic energy. This ranges from hi-tech weapons to starship batteries. The amount of time required and the drain on her power is up to the Judge.



Cosmic Perception: While she is in her Binary form, Carol has a CL1000 Psyche for the purposes of perception on a universal scale. This means she has heightened perceptions concerning the flux of energy used in the space around her. If on a planet, she can detect the use of any energy, dimensional apertures, stargates, etc. In space, she can detect warping starships, suns going nova, space battles using massive energy weapons beyond sight, etc. This does not mean that she knows how the specific energy is used, but she can tell its level and its general purpose (dimensional travel, high intensity weapon, etc.)

Alter Ego: In her human form, Carol has the following stats:

F A S E R I P
IN EX EX RM GD RM RM

Health: 110

Karma: 70

Resources: TY

Popularity: 0

Talents: Carol Danvers has Military, Espionage, and Detective talents, and Pilot skills. Many of her skills were lost when her mind was drained by Rogue.

Contacts: On Earth, Carol Danvers has contacts in the Avengers, X-Men, SHIELD, and NASA. In space, she has only the Starjammers on which to rely.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

As Binary, Carol Danvers is an outlaw, hunted along with Lilandra and the Starjammers, by the Shi'ar Imperial Guard and many mercenaries. Surviving Brood would also hunt

Binary for her part in the destruction of their homeworld. On Earth, Carol is aggressive, and self-confident, but occasionally depressed about her role as a combatant.

HISTORY

Carol Danvers entered the Air Force at an early age and rapidly rose to become one of the leading agents in military intelligence, usually teamed with Michael Rossi, who became her lover. Upon leaving her work as a spy, she became security chief at Cape Canaveral for the National Aeronautics and Space Administration, where she met the Kree Captain Mar-Vell. During a battle between Mar-Vell and his Kree foe Yon-Rogg at a hidden Kree base on Earth, Carol Danvers was accidentally irradiated by the unknown energies of the Psyche-Magnitron, a device built by the Kree. The radiation from this machine eventually augmented her entire genetic structure, giving her superhuman strength, the ability to fly, and a clairvoyant "seventh sense." With these powers, she assumed the guise of Ms. Marvel and established herself as a champion of Earth. During this time she worked as a magazine editor and freelance writer in New York City. Later, in battle with the power-absorbing mutant named Rogue, Danvers lost virtually all of her Ms. Marvel abilities, leaving her with only her augmented genetic structure. Rogue also drained her of her memories, most of which however were restored by Professor Charles Xavier, although he could not restore to her the emotional bonds linked to those memories. Later still, Danvers was abducted by the alien Brood and subjected to an evolutionary ray which triggered the latent potential of her augmented genes. Thus she became the cosmic-powered mutant named Binary. No longer feeling the strong emotional ties to people and places on Earth that she felt before falling victim to Rogue, Danvers decided to leave Earth and pursue adventure as a member of the space-faring band known as the Starjammers.

STATISTICS

F EX (20)
A IN (40)
S RE (30)
E IN (40)
R EX (20)
I EX (20)
P EX (20)

Health: 130

Karma: 60

Resources: MN (75)

Popularity: 15(95 among Inhumans)

BACKGROUND

Real Name: Blackagar Boltagon

Occupation: Monarch

Legal Status: Attilan ruler

Identity: Existence not believed by humans.

Place of Birth: Attilan (Atlantic Ocean site)

Marital Status: Married

Known Relatives: Medusa (wife); Maximus (brother); Agon (father, deceased); Rynda (mother, deceased); Gorgon, Triton, Karnak (cousins)

Base of Operations: Attilan

Past Group Affiliations: The Royal Family of the Inhumans

Present Group Affiliation:

KNOWN POWERS

Electrical Conversion: Unearthly rank

Electrical Generation: Monstrous rank

Energy Detection: Monstrous rank.

Energy Solidification: He can create masses of Monstrous material that last for 1-10 turns.

Force Field Generation: Monstrous rank in a single area.

Hyper-Strength: Strength temporarily increases to Monstrous rank.

Magnetism: Monstrous damage to electronics.

True Flight: Monstrous speed.

Vibration: CL1000 rank

Weakness: Voluntarily mute; speech unleashes his most destructive powers.

Weakness: Fork on forehead needed to channel his powers (excluding Vibration).

Talents: Black Bolt is a leader and tactician.

Contacts: The Fantastic Four



ADDITIONAL NOTES:

ROLE PLAYING NOTES

Black Bolt is completely self-controlled. He never acts rashly or without ample forethought. He is devoted to Medusa and the Inhumans. Because he is a mute, players are under special limits. They can only freely speak in character to Medusa. All other speech is limited to describing Black Bolt's actions.

HISTORY

Black Bolt was born to two of Attilan's top geneticists, Agon, head of the ruling Council of Genetics, and Rynda, director of the Prenatal Care Center. Subjected to the mutagenic Terrigen Mist while still an embryo, Bolt was born with strange powers surpassing even the Inhumans' norm. As an infant, he demonstrated certain energy-manipulative abilities which he could not yet control, particularly that of producing quasi-sonic energy of great destructive potential. To protect the community, he was placed inside a sound-proofed chamber and given an energy-harnessing suit. There he was schooled in the art of controlling his powers until the age of nineteen, when he was permitted to enter society.

A month after being awarded his freedom, Black Bolt discovered his younger brother Maximus in the process of making a treacherous pact with emissaries of the alien

Kree. Attempting to stop the Kree ship before it escaped, Bolt used the forbidden power of his quasi-sonic voice to knock the ship out of the sky. When the ship crashed to Earth, it landed on the parliament building, killing several key members of the Council of Genetics, including his parents, Agon and Rynda. The reverberations of his brother's shout affected Maximus's sanity and suppressed his nascent mental powers. Despite his guilt and silent protests, Black Bolt was obligated to accept the mantle of leadership of the Inhumans at the age of twenty.

Black Bolt's first crisis in leadership came when his cousin Triton was briefly held captive by humans. Learning of Triton's encounter upon his escape, Black Bolt decided that the Inhumans' island of Attilan was in imminent danger of discovery by humanity. Black Bolt scouted out possible sites to which to move, and settled on the remote Himalayan mountains. After the great migration, Black Bolt faced his second great crisis when his now mad brother Maximus unleashed the Trikon, three of the Inhumans' worker drones who

were transformed into energy beings. The Trikon enabled Maximus to wrest the rule of the Inhumans from his brother and send Black Bolt and the other members of the Royal Family into exile. For the next few years, Black Bolt and his kinsmen wandered Asia, Europe, and finally the Americas, in search of Medusa, his betrothed mate, who had been separated from the others during the battle with the Trikon. Eventually Black Bolt was reunited with Medusa and the Royal Family returned to Attilan and resumed the crown.

Black Bolt has led the Inhumans through some of the most turbulent times in their history, including several more attempts to by Maximus to usurp the throne, revolts by the worker class, attacks by human renegades, the kidnapping of Medusa, the destruction and rebuilding of Attilan, the revelation of the Inhumans' existence to humanity, and finally the second relocation of Attilan. Recently, following the traditionally lengthy period of betrothal, Black Bolt and Medusa were wed.

STATISTICS

F GD (10)
A AM (50)/EX (20)
S TY (6)
E EX (20)
R GD (10)
I GD (10)
P EX (20)

Health: 86/56

Karma: 40

Resources: TY

Popularity: 2

BACKGROUND

Real Name: Felicia Hardy

Occupation: Adventurer, Cat Burglar

Identity: Known to authorities

Legal Status: Citizen of the United States with a criminal record, granted legal amnesty

Other Known Aliases: Felicity Harmon

Place of Birth: Queens, New York

Marital Status: Single

Known Relatives: Walter (father, deceased), Lydia (mother)

Base of Operations: New York City

Group Affiliation: Former partner of Spider-Man, former ally of the Foreigner

Present Group Affiliation:

KNOWN POWERS

Felicia's powers are mostly a mystery; according to Doctor Strange, they are mutating, changing, and the full results have yet to be seen. Her current Agility is Amazing, while her previous Agility score was Excellent. She used to have the following abilities:

Luck Manipulation: Felicia unconsciously created a probability altering field around her, causing bad luck to befall all who attack her. This luck often manifested itself in spectacular ways: guns explode in an assailant's hands, an attacker falls through a loose floorboard, etc. The limitation of Felicia's unluck was that her associates suffered the effects of bad luck with a weekly Psyche FEAT roll. (Before and after losing her powers, she used booby traps and careful planning to simulate this ability.)

Infravision: So far, she has only manifested infravision and heightened

dexterity as special talents with her new abilities. These may be the extent of the change in her powers, but then again, they may change further.

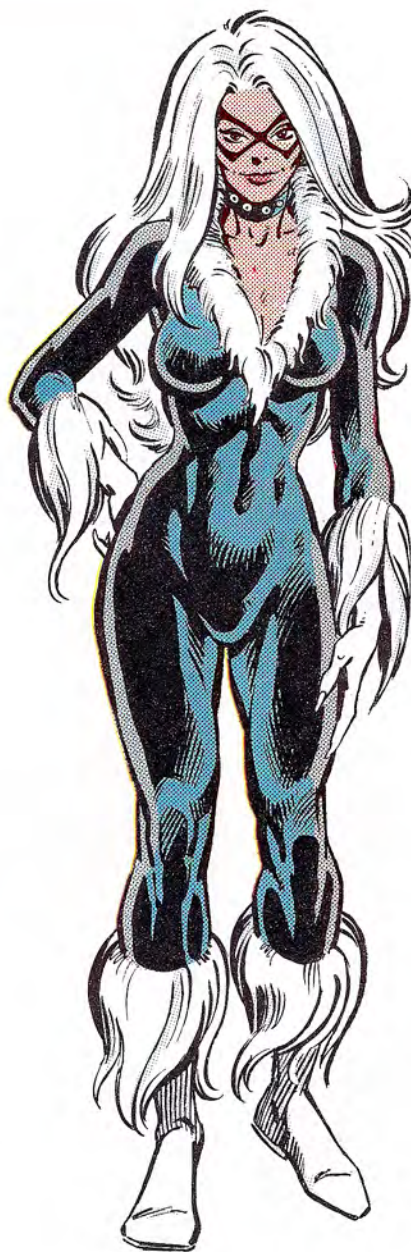
Talents: Felicia has Martial Arts A and E, Acrobatics and Tumbling, Lock-picking, Security Systems Knowledge, and Tightrope Walking.

Equipment:

Tightrope: Felicia often carries a length of thin cable which ends in a ball of glue. She can throw the ball three areas or use a launcher with a 10 area range. The cable is made of

excellent material, and the Black Cat uses it as a swing line or a tightrope.

Contacts: Although their relationship is strained, the Black Cat still has Spider-Man as an important contact.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

The Black Cat lives for adventure and excitement. Felicia still works as a cat burglar, but only steals from criminals. Felicia often appears to be confused and easily manipulated in her personal relationships, but this confusion is usually a pretense. Felicia's father spent most of his life in prison, and Felicia would rather die than be jailed.

HISTORY

Learning that her father had been an infamous cat burglar, Felicia Hardy decided to follow in his footsteps. She undertook a rigorous physical training program that increased her strength, endurance, and agility, learned such criminal skills as lock-picking and safecracking, and gained a knowledge of martial arts such as karate. Donning a costume to conceal her identity, she set out to seek her fortune as the Black Cat.

In keeping with her chosen *nom du crime*, the Black Cat decided to create the impression in her adversaries' minds that she could give them "bad luck" through some power of her own. Hence, before committing a crime in a certain area, she would carefully prepare objects in the area so that apparent "accidents" would befall any of her pursuers later on. For example, she would rig brick walls so that they would break, prepare ropes so that they would break, and rig fire escapes so that they would fall. Through tricks such as these, she managed to convince her principal opponent, Spider-

Man, that she did indeed have the power to affect probability.

Upon finally being captured, the Black Cat feigned insanity, and some time later escaped imprisonment. She had become greatly attracted to Spider-Man, and joined him in battling criminals, thereby winning amnesty from the New York City legal authorities for her own past crimes. She sought to become the regular crime-fighting partner of Spider-Man, who had by now reciprocated her love for him, going so far as to reveal his secret identity to her. However, she revealed to him that she had no superhuman powers, and, after she was severely injured in one of his clashes with Doctor Octopus, Spider-Man considered it to be too dangerous for her to join him in fighting his superhuman adversaries.

Distraught, the Black Cat determined to gain superhuman powers by some means. Meanwhile, the Kingpin, the most powerful organized crime leader on the East Coast, sought vengeance on the Black Cat. She had stolen a detonator for a nuclear device from him that had later fallen into the hand of Doctor Octopus. Feeling helpless to stop Octopus, the Kingpin vowed to punish the Black Cat for her theft of the detonator. Concealing his identity from her, the Kingpin offered to grant the Black Cat superhuman powers in exchange for her services. The Black Cat suspected that her unknown benefactor was a criminal, but accepted the offer, telling herself that she would turn him over to the law after fulfilling her debt to him.

The scientists in the employ of her benefactor discovered that the Black Cat had latent abilities in her genes, and were able to activate those powers, using information from the notes of the late Dr. Farley Stillwell, who had given the Fly and the Scorpion their superhuman abilities. She now had the power to cause her adversaries "bad luck" that she had only pretended to possess before. Moreover, the Black Cat's agility and speed had also been enhanced. Only after she received these powers did the Black Cat learn that her benefactor was the Kingpin.

At first the Black Cat concealed

the origin of her new powers from Spider-Man, but he eventually learned that the Kingpin was responsible for them. The Black Cat then confronted the Kingpin, who informed her that he had given her her powers in order to get revenge both on her and on Spider-Man. The Kingpin revealed to her that her powers would, in time, bring "bad luck" to anyone who was regularly in her presence. Indeed, Spider-Man had been uncharacteristically clumsy recently when near the Black Cat. The Kingpin said that the Cat's powers would increasingly affect Spider-Man the more he stayed with her, and implied that the end result would be his death.

The Kingpin pledged to Spider-Man never again to force the Black Cat to do his bidding. The Black Cat decided that, to save Spider-Man's life, she would end her affair and partnership with him, but before she could tell him this, he put an end to them himself due to his dissatisfaction with her amorality and her disdain for his life apart from being Spider-Man.

However, Spider-Man's bad luck did not immediately change. Finally, Spider-Man consulted Dr. Strange, who removed the source of his bad luck, Felicia Hardy's powers. This resulted in the unknowing Black Cat being badly beaten in an encounter with a criminal when she was depending on her powers to protect her. Enraged by this, and also by Spider-Man's treatment of her, she vowed to get revenge on him.

Felicia joined the master assassin known as the Foreigner in a scheme to destroy Spider-Man. The Foreigner framed Spider-Man for the murder of a villain named the Blaze, and Felicia pretended to help Spider-Man clear his name. Spider-Man discovered that Felicia was helping Foreigner with the frame, and while confronting her, ended up in battle against the Foreigner. The Black Cat promptly turned on her true target, the Foreigner, and cleared Spider-Man's name. Finally, trying to guard against the Foreigner's expected retribution and having made her peace with Spider-Man, Felicia left New York. Her current whereabouts are unknown.

STATISTICS

F AM (50)
A AM (50)
S RM (30)
E AM (50)
R GD (10)
I AM (50)
P AM (50)

Health: 180

Karma: 110

Resources: Poor

Popularity: 10

BACKGROUND

Real Name: Jesse Black Crow

Occupation: Former construction worker, now Mystic

Identity: Secret

Legal Status: Citizen of the United States with no criminal record

Other Known Aliases: None

Place of Birth: Navaho Indian Reservation, New Mexico

Marital Status: Single

Known Relatives: None

Base of Operations: Queens, New York

Group Affiliation: None

Present Group Affiliation:

KNOWN POWERS

Alter-ego: Jesse Black Crow's normal stats are:

F A S E R I P
PR FB TY TY GD GD TY

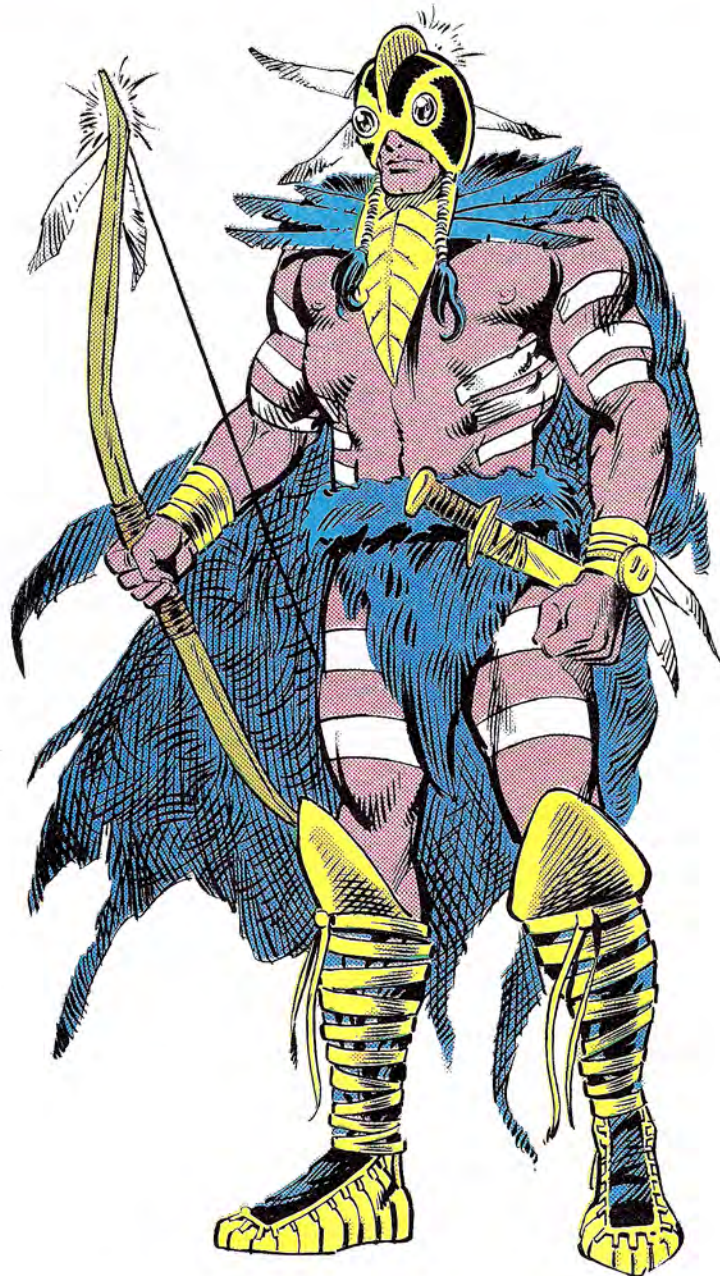
Crow Form: The Black Crow can transform himself into a normal or giant crow. Either crow can fly with Good speed (8 areas/round). In giant form, the crow does Remarkable Edged damage.

Fog: The Black Crow can generate a thick fog with a Psyche FEAT roll. Those trying to spot Black Crow in this fog take a -2CS penalty.

Healing: The Black Crow knows a ritual that can boost Resistance to Poison by +1CS with an Endurance FEAT roll.

Lightning Form: In his energy form, Black Crow travels at CL3000 (near-light) speed. He can move up to 50 areas per round, but attacking in this form still takes one round. It does Incredible damage.

Paralysis Gaze: The Black Crow can paralyze an opponent with his gaze. He can do this with Incredible Ability.



Telepathy: The Black Crow has Telepathy of Amazing ability. This may or may not work exclusively with Captain America.

Talents: Black Crow has Martial Arts A, C, D, and E, and knowledge of American Indian mysticism.

Contacts: Black Crow is well-known to Steve Rogers, the original Captain America.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

As Captain America represents the virtues of mainstream American society, Black Crow represents the innate powers and magic of the land, the virtues of ancient America. The Black Crow appears to be an enigmatic figure, a stereotypical "noble savage" from the 18th and 19th Century. Jesse Black Crow seems to be unaware of the activities of Black Crow.

HISTORY

Jesse Black Crow is a Navaho Indian who left the reservation at the age of 18 to become a construction worker on skyscrapers in the New York area. One day some scaffolding gave way and he plunged twenty stories. Miraculously, he survived the fall, but became paralyzed from the waist down. While lying comatose in the hospital, he had a vision of the Indians' plight in America, and was transformed into a mystic warrior and protector of the Indians' dream by a "spirit of the Earth" sacred to his ancestors. Now whenever this Earth spirit has a mission for him, it causes him to lose consciousness and bodily transform into his totem, a black crow, or the mystical human warrior Black Crow. Black Crow's

first mission for the Earth spirit was to challenge Captain America to a trial by combat. Black Crow told him that as a symbol of modern America, Captain America must die to balance the cosmic scales and appease his ancestral spirits. After a battle that culminated in a plunge off the Brooklyn Bridge, Captain America made a gesture of surrender to the Earth spirit, thereby ending the conflict and creating a spiritual bond between the two American champions. Weeks later, when Captain America was dying of a poison injected in him by the Red Skull, the Black Crow materialized minutes before he succumbed and performed a ritual which enhanced the Captain's will to live. The poison burned out of his system, Captain America awoke, with only the vaguest recollection of the Black Crow's assistance.

STATISTICS

F RM (30)
A GD (10)
S GD (10)
E AM (50)
R EX (20)
I EX (20)
P RM (30)

Health: 100

Karma: 70

Resources: IN

Popularity: 15

BACKGROUND

Real Name: Sebastian Shaw

Occupation: CEO and principle shareholder in Shaw Industries, Inc.

Identity: Publicly known, however, the general public is unaware of Shaw's criminal activities.

Legal Status: Citizen of the United States with no criminal record

Other Known Aliases: None

Place of Birth: Pittsburgh, Pennsylvania

Marital Status: Single

Known Relatives: None

Base of Operations: Worldwide, the Hellfire Club is based in Manhattan, New York.

Group Affiliation: Hellfire Club

Present Group Affiliation:

KNOWN POWERS

Kinetic Absorption: Shaw is able to absorb kinetic energy and convert it to physical Strength, Agility, and Health. He must be in contact with the energy to absorb it. Whenever Shaw is attacked physically (slugfest, missile weapons, concussive rays, etc., but not wrestling) or by energy attacks that must strike him to hurt him (Cyclops' optic blast, lightning bolts, etc.) the appropriate amount of damage is added to his Health, not deducted. His Health, if boosted in this manner, can go as high as 400. For every 50 points over 100 Health that Shaw gains, he shifts his Strength and Agility ranks +1CS; therefore, at 150 Health his Strength and Agility would both be Excellent; at 200, Remarkable; and so on up to a maximum of 400 Health and Unearthly Strength and Agility. This energy dissipates after ten rounds by increments of 100 Health until he is back to normal. All dam-

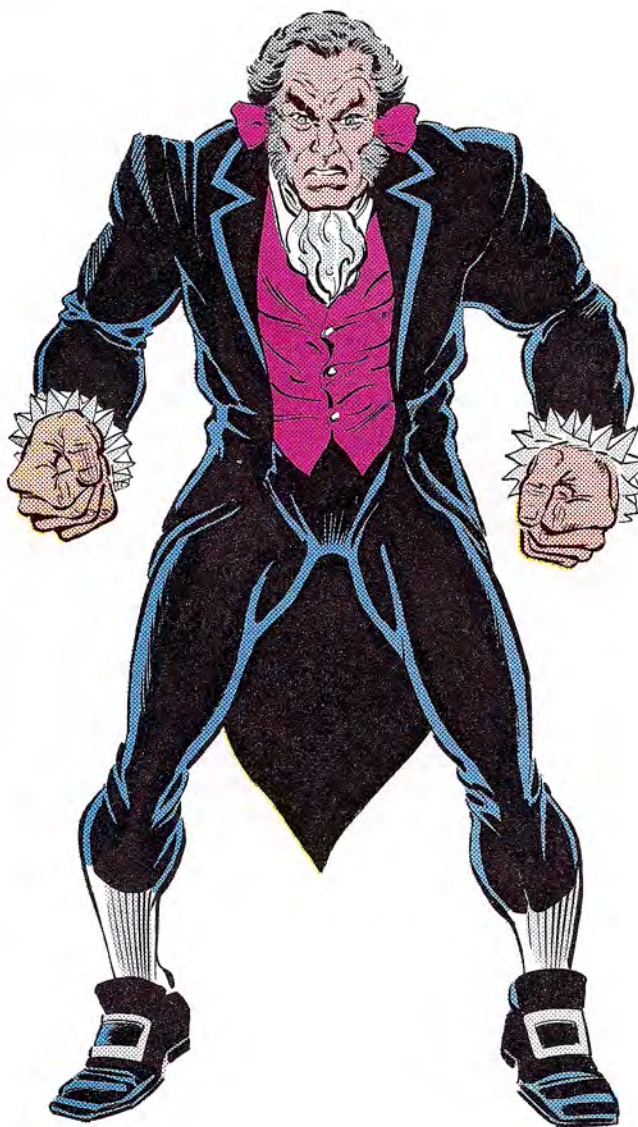
age Shaw does receive (magic, mental, non-kinetic attack forms such as cold and humidity) is taken off his excess Health first, then his own, and he takes no damage from those attacks he absorbs.

If Shaw is at his maximum of 400 Health and struck by an attack that he would normally absorb, Shaw is in danger of overloading. He must make an Endurance FEAT roll; if he fails, roll a second Endurance FEAT and consult the Kill Table. If a Kill result is indicated, then Shaw will either die, or may spend 50 Karma and merely become comatose for

5d10 weeks.

Talents: Shaw has incredible reason in matters of business and Remarkable reason in the area of defense or armament design (Shaw redesigned and upgraded the modern Sentinels).

Contacts: Shaw is the chief executive officer of Shaw Industries, a multi-national corporation that is involved in U.S. defense projects. He has contracts with the U.S. defense department, including Project: Wideawake, for which he builds Sentinels. They do not suspect that he is a mutant. His chief ally is Emma Frost, the White Queen.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Sebastian Shaw is a stylish rogue who admires the ruthless, indulgent habits of the late 18th-Century upper class. His primary goal is the accumulation of power. His secondary goal is the death of Selene, the new Black Queen. Shaw enjoys fighting, but he never enters a fight personally unless there is a good reason. Shaw intends to seize control of mutants by secretly masterminding the government's Sentinel program, and by pitting powerful mutants, such as Magneto and Selene, against each other.

HISTORY

Sebastian Shaw was born into an impoverished family, but with his superb business skills, he became a millionaire by the age of 20. He eventually became the head of Shaw Industries, a multinational corporation which is heavily involved with United States defense contracts and the production of munitions. Shaw was invited to join the Hellfire Club, the leading organization for the elite of society. Soon after joining, Shaw learned of the Club's secret Council of the Chosen, a group of members who, unknown to the others, conspired to achieve world domination through economic and political means. Through the force of his personality, Shaw became one of the leaders of the Council, rising to the rank of Black Bishop. (Members of the Inner Circle are given titles corresponding to the names of chess pieces.) The leader of the council, a White King, had the Council give considerable financial backing to Dr. Stephen Lang's attempt to create new mutant-hunting Sentinels. Upon the collapse of Lang's enterprise, Shaw seized the opportunity to turn the White King out of office. Shaw

then became Black King, leader of the Council of the Chosen (which he renamed the Inner Circle) and master of the entire Hellfire Club. As leader of the Inner Circle, Shaw works closely with another member, Emma Frost, the White Queen, who like Shaw is a superhumanly powerful mutant. Recently Shaw survived an attempted challenge to his leadership of the Circle by its renegade White Bishop, Donald Pierce. Shaw is also cooperating with the United States government's covert Project: Wideawake, which is an attempt to deal with what is perceived as the possible menace presented by mutants. Shaw Industries is secretly manufacturing Sentinels for use by the Project. The government remains unaware of Shaw's criminal activities and of the fact that he himself is a superhumanly powerful mutant.

Recently Shaw has permitted several additions to the Hellfire Club's Inner Circle, including Magneto, Storm, Selene, and Emmanuel DeCosta, father of the New Mutant Sunspot. Despite the power of these individuals, and Selene's almost open challenge to his position, Shaw continues to maintain control of the Hellfire Club.

STATISTICS

F RM (30)
A EX (20)
S GD (10)
E GD (10)
R GD (10)
I TY (6)
P TY (6)

Health: 70

Karma: 22

Resources: EX

Popularity: 40

BACKGROUND

Real Name: Dane Whitman

Occupation: Former scientist, former crusader, now crimefighter

Identity: Secret

Legal Status: Citizen of the United States with no criminal record

Other Known Aliases: None

Place of Birth: Gloucester, Massachusetts

Marital Status: Single

Known Relatives: Nathan Garrett (alias the Black Knight, uncle, deceased); Sir Percy of Scandia (alias the Black Knight); Lady Rosamund, Eobar Garrington (ancestors, deceased)

Base of Operations: Hydrobase, Atlantic Ocean, formerly Avengers Mansion, New York City

Group Affiliation: Current member of the *East Coast Avengers*

Present Group Affiliation:

KNOWN POWERS

Body Armor: The Black Knight wears a full suit of chain mail armor, which provides him with Good protection against physical attacks.

Ebony Blade: The Black Knight's is made of Unearthly strength material, and in the Black Knight's hands inflicts 10 points Edged damage or 16 points Blunt damage with the flat of the blade. The sword's anti-magical properties allow it to deflect spells and energy as if it were a shield of Unearthly strength, as well as cut through mystic barriers and enchantments as if they were normal materials. It can affect normal energies as a power stunt; the sword can cut through energy barriers, and deflect non-magical energy. It can also absorb energy blasts, which may be flung back at the assailant as

an attack of equal rank. (This is not considered to be an established power stunt, and must be developed normally). The sword has a blood-curse on it; if the wielder takes a life, he becomes bloodthirsty (Psyche FEAT roll to avoid this).

The sword contains a mystic booby trap. If an enemy picks up the Ebony Blade, or makes a successful Grab attempt, the sword inflicts Incredible damage each round the villain holds the blade.

Finally, through complete concentration (red Psyche FEAT) the Black Knight may summon his sword to

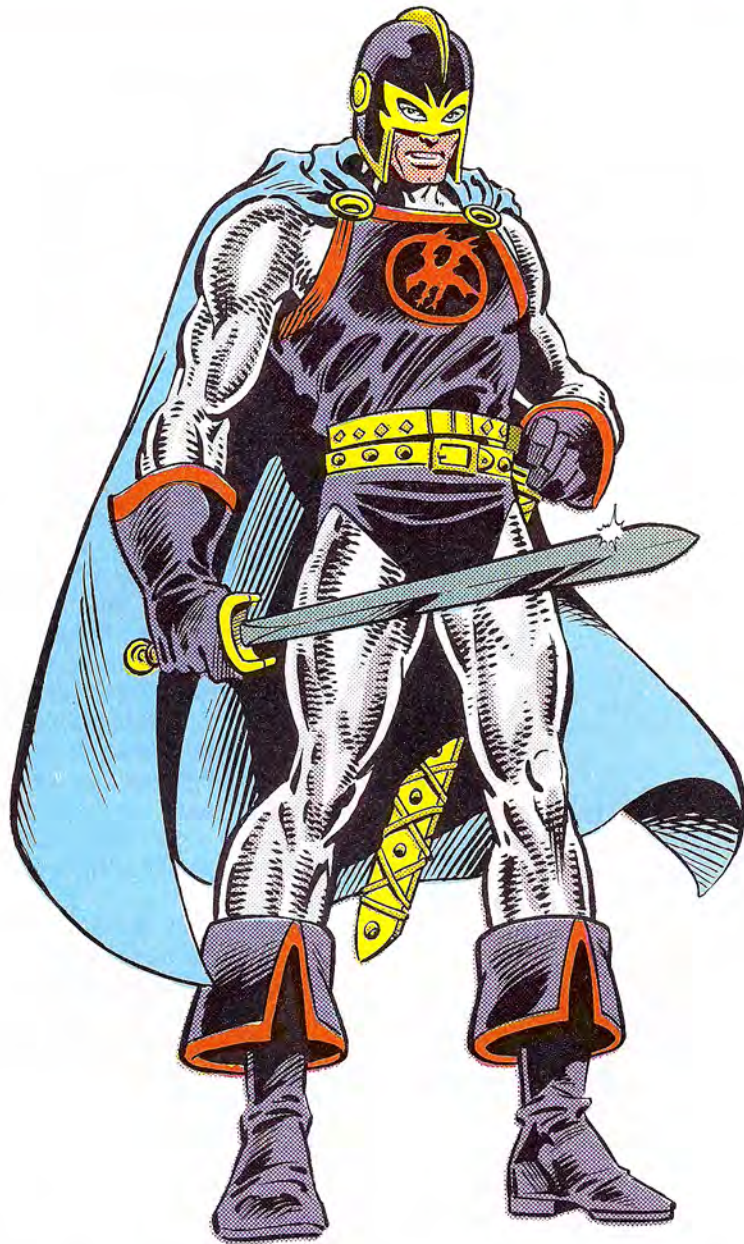
him or teleport himself to the sword with CL3000 ability, crossing time and dimensions to do so.

Atomic Steed: This device is used by the Black Knight as his mount. The vehicle's stats are:

Control	Speed	Body	Protection
RM	ShX	EX	None

Flying Horses: Earlier in his career, Dane Whitman used two winged horses, Aragorn and Valinor. Both had the following similar abilities:

F	A	S	E	R	I	P
GD	EX	RM	GD	GD	TY	TY



Talents: Dane is a weapon specialist with sword (+2CS), and has horsemanship skills. He is also an accomplished geneticist, physicist, and has Repair/ Tinkering ability.

Contacts: Black Knight is a member of the Avengers, and a close ally of Doctor Strange. He still has ties to the extra-dimensional land of Avalon.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Dane Whitman is a man who has dealt with the impossible on a regular basis. He is a scientist who went back to the time of the Crusades and fought for a protracted period of time. Despite his unusual life, he is one of the most "normal" people in the Avengers, at home in the 20th as well as the 18th Century. He is developing an affection for Janet van Dyne, the Wasp.

HISTORY

The original Black Knight was Sir Percy of Scandia, a member of the Round Table in King Arthur's sixth-century Camelot. Merlin gave him the Ebony Sword, made from a meteorite and enchanted. Sir Percy was slain in an ambush by his greatest enemy, Mordred, killed by a dagger made from the same meteoric material as the Ebony Sword. However, his spirit was enabled by Merlin to return to the Earthly plane should Mordred's spirit threaten. Sir Percy's body and sword were interred beneath his castle.

In the 12th century Eobar Garrington became the Black Knight and wielded the Ebony Sword in the Crusades, as an ally of King Richard the Lionhearted. During the last five years of his life, Garrington's body was inhabited by the spirit of Dane Whitman, a 20th century descendant of Sir Percy and the Black Knight of that time. Whitman possessed Garrington's body until the time of its death.

In the mid-20th century Nathan Garrett found Sir Percy's tomb and the sword. He was unworthy, but took on the name of the Black Knight and, using his scientific knowledge, mutated a winged horse and created an energy lance. In this guise Garrett committed crimes to amass wealth. Mortally wounded in battle with Iron Man, on his deathbed Garrett told his nephew, Dane Whitman, about his life of crime and begged him to put his discoveries to good use. Dane decided to assume the Black Knight's identity, and using Garrett's notes, mutated another winged steed.

Whitman's first encounters as the Black Knight were with the Avengers—at the initial meeting they mistook him for his uncle, and parted on bad terms.

Upon learning he had inherited Garrett Castle, Whitman traveled there and found Sir Percy's tomb where his ancestor's ghost contacted him. Dane was able to draw the Ebony Sword, and after defeating its demonic guardian, fought an agent of Mordred. Dane decided to keep Garrett Castle.

He later met Doctor Strange and assisted him on several adventures. Still later, he fell to Casiolenia the sorceress, who turned him to stone. Doctor Strange was unable to reverse the magic. In attempting to restore the Black Knight, he and the Defenders found themselves transported to the Crusades, where they found Dane Whitman in the body of Eobar Garrington, battling Arabs. Dane stayed in this condition for five years, during which he aided Amergin in the battle against the Fomor. With help from the Avengers, Dane and Amergin closed the portal from Avalon to Earth, but Garrington's body was destroyed in the process. Amergin's magic restored Dane to his 20th century body, and gave him the Ebony Sword and a new winged steed which went into the future with him.

In his absence, Garrett Castle had been sold. This made the transition to modern life more difficult for Dane. In addition, he discovered with Doctor Strange's help that the sword was cursed. This blood curse was lifted, and Sir Percy's spirit was freed from the Earthly plane. The Black Knight returned to America and renewed his active Avenger status.

Whitman was recently attacked by a spirit claiming to be his descendant, seeking to end the blood-curse of the sword by slaying his ancestor. The Black Knight defeated him, but vowed never to use the blade against a living creature again. The effects of the vow remain to be seen.

STATISTICS

F AM (50)
A IN (40)
S EX (20)
E RM (30)
R GD (10)
I RM (30)
P EX (20)

Health: 140

Karma: 60

Resources: Amazing

Popularity: 66

BACKGROUND

Real Name: T'Challa

Occupation: King of Wakanda, scientist

Identity: Publicly known

Legal Status: Citizen of Wakanda with no criminal record

Other Known Aliases: Luke Charles

Place of Birth: Wakanda, Northern Africa

Marital Status: Single

Known Relatives: T'Chaka (father, deceased), N'Yami (mother, deceased), Khanaata, Joshua Itobo, Shanti, Zuni (cousins), Jakarra (half-brother)

Base of Operations: Wakanda

Group Affiliation: Reserve Member of the East Coast Avengers

Present Group Affiliation:

KNOWN POWERS

Infravision: The Black Panther has excellent infravision and can see well on moonless nights. However, he cannot see well in absolute darkness.

Tracking: The Black Panther's keenly honed senses give him Amazing Tracking ability. Outdoors, he can follow a trail up to 12 hours after it was made. In a city environment, the time limit is six hours.

Talents: In combat, the Black Panther uses Martial Arts A, B, C, E, as well as Acrobatics and Tumbling skills. He has an Excellent reason in regard to physics and electronics.

Contacts: In addition to his membership in the Avengers, the Black Panther is a close friend of the Fantastic Four. In his youth, he befriended Storm, of the X-Men. In addition to this, he has diplomatic immunity in the United States.



Equipment: Wakandan technology is highly advanced, including such devices as the Falcon's wings and Captain America's van. In Wakanda itself, it is nearly impossible to find this high technology, as it is carefully hidden in the natural setting of the Wakandan jungle. Its technology is possible because Wakanda is the world's only supplier of a unique metal, Vibranium. Wakanda is guarded by lasers camouflaged in the scenery (-4CS to spot, Remarkable Material Strength material which causes all sonic attacks directly against it to take a -5CS penalty).

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

The Black Panther is a fiercely proud warrior-ruler of his people, and yet a civilized, honorable man. He is caught in a conflict between the tribal traditions of his ancestors, and the customs of the technological world, a technology that he has encouraged the Wakandans to adopt. He respects people who are strong and honorable.

HISTORY

T'Challa is the son of T'Chaka, king of the African nation of Wakanda. When his father was slain by Ulysses Klaw, a lawless American ivory hunter who sought to possess Wakanda's Vibranium mine, the young T'Challa swore vengeance. The young boy succeeded in thwarting Klaw's raid. He was then sent off to be educated at the finest schools in Europe and America. T'Challa returned to his homeland, bearing a degree in Physics, to assume the mantle of leadership. He was given two tests: to triumph against six of Wakanda's greatest warriors in unarmed combat and to obtain the

secret heart-shaped herb that grants great physical strength and heightened senses. T'Challa passed the tests and donned the ceremonial garb of the Black Panther, the totem of the Wakandan people. As the Black Panther, T'Challa has both protected his land from outside invaders and led his small nation into greater industrialization and wealth. After meeting Captain America, the Panther was offered membership in the Avengers. Taking a leave of absence from his royal duties, he served with the Avengers for a lengthy interval, acquainting himself with American methods of crime-fighting. Inevitably, he resumed the active kingship of the Wakandans and returned to his native land where he has ruled ever since.

STATISTICS

F GD (10)
A EX (20)
S RM (30)
E AM (50)
R GD (10)
I AM (50)
P AM (50)

Health: 110

Karma: 110

Resources: AM

Popularity: -10

BACKGROUND

Real Name: Selene

Occupation: Goddess (self-styled)

Identity: Selene's powers and history are unknown to the general public

Legal Status: Former citizen of the Roman Republic and Nova Roma.

Other Known Aliases: The Black Priestess

Place of Birth: Unknown

Marital Status: Widowed

Known Relatives: Marcus Domitius Gallio (husband, deceased), Amara Juliana Olivians Aquila (aka Magma) (relationship unknown, although Selene has hinted that they are related)

Base of Operations: New York City

Group Affiliation: Inner Circle of the Hellfire Club

Present Group Affiliation:

KNOWN POWERS

Psychic Vampire: Every use of Selene's powers (Excellent level or over) requires an Endurance FEAT roll. Failure indicates loss of 10 Health. Once below 20 Health, she begins to age rapidly, growing older in minutes. Her Health can only be regained by stealing it from others. She steals Psyche by touch, at Unearthly ability. She will then regain as many Health points as her prey has Psyche. By depriving a victim of some of his life force, she places him under her control, at the Monstrous level of effectiveness (this requires two rounds of concentration). The victim loses as many Health points as he had Psyche points. If his Health points are depleted as a result, the victim dies and his body disintegrates. If the victim's Psyche is depleted but he remains alive, then he retains his

free will, but becomes a psychic vampire like Selene (though not subject to her will).

Psi Screens: Selene possesses a psychic shield that is always up and acts as Amazing protection from psionic attacks. She cannot use her Psi Screens at the same time as her telepathy, force bolts, telekinesis, and pyrokinesis powers.

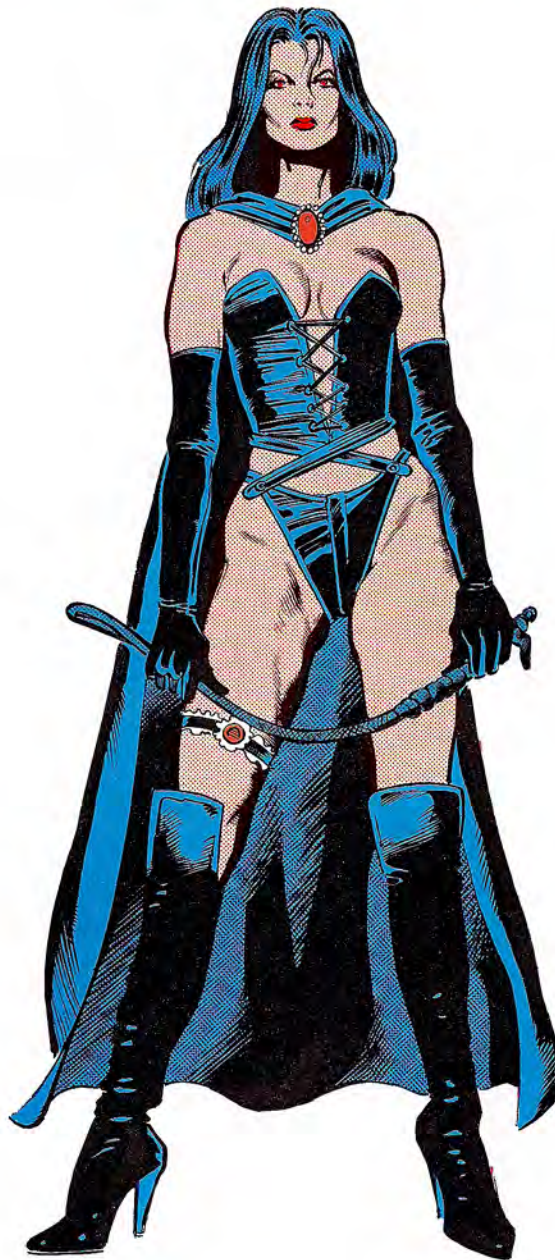
Psychic Body Armor: Selene's psychic vampirism has affected her body, giving her the equivalent of Good body armor against physical attacks. It also prevents others from

absorbing her power.

Telekinesis: Selene has Unearthly control over inanimate matter, and is able to manipulate it with Monstrous ability. She can disintegrate inanimate items up to Monstrous Material Strength that are in the same area with a Psyche FEAT roll.

Pyrokinesis: Selene has Unearthly control over fire, and is able to extinguish it, or increase it (up to Amazing damage) with a successful Psyche FEAT roll.

Telepathy: Selene can read the thoughts of others and contact senti-



ent minds at a range of 100 miles (250 miles if she makes an Endurance FEAT roll). She can also fire telepathic bolts (10 area range, Incredible damage).

Momentary Hypnotic Trance: Selene can induce a momentary hypnotic trance in beings in the same area by making a Psyche FEAT roll. This trance lasts one round and she cannot perform it more than once every ten rounds. She usually uses this ability with her Momentary speed power to make it appear as if she vanished.

Momentary Speed: Selene can move at Shift Y Ground Speed in a single round, and only for one round. She cannot perform this burst of speed more than once every 10 rounds.

Magic: Selene is an ancient sorceress of Master level, but seldom uses her magic because she drains her Health. She has Monstrous control of illusions, influencing or controlling others, and summoning low level demons.

Talents: Selene can speak Latin as fluently as English, and is believed to know about a dozen other languages, learned through her centuries of existence.

Contacts: Selene is a self-styled goddess as well as member of the Hellfire Club, with a worldwide cult that worships her. Frederick Von Roehm, the Black Rook, was the leader of the New York cult; since his death at the hands of Nimrod, the fate of that cult is unknown.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Selene is as evil as she is ancient, delighting in malice and exulting in the use of her powers. Selene's goal is one of world domination, although it is certain she will not stop at ruling just a mere world; Selene threatens the entire dimension. Selene has one great fear, and that is of Death, which she refers to as her True Death. Selene's immediate goal is to overthrow Sebastian Shaw and Emma Frost and take control of the Inner Circle of the Hellfire Club.

HISTORY

Selene's origin is as yet unrevealed, but she is known to have lived for several millennia, and to have been a foe of the sorcerer Kulan Gath. In past ages she was renowned as a sorceress whose power was feared and respected by practitioners of black and white magic. She eventually came to live in the ancient Roman Republic. For unknown reasons, she accompanied the large number of Roman citizens who fled in the First Century B.C. and sailed to the New World, where they founded Nova Roma in a hidden section of the Amazon jungle in what is now Brazil. The founders of Nova Roma fled Rome because they foresaw that its republican government would be replaced by an imperial one. For reasons that remain unknown, Selene found herself unable to leave Nova Roma, and remained there for roughly two thousand years. In Nova Roma she led the dreaded Cult of Fire as its Black Priestess.

In recent years Selene married Marcus Domitius Gallo, a senator of Nova Roma who plotted to abolish its republican government. The intervention of the New Mutants both thwarted Senator Gallo's schemes and led to Selene's apparent destruction. However, Selene not only survived, but somehow found herself able to leave Nova Roma. She soon traveled to New York City. Over the two millennia that she was trapped in Nova Roma, a religious cult worshipping Selene as a god-

dess had continued to survive in the outside world. Selene made contact with a leader of the cult, Friedrich von Roehm, in New York City. Von Roehm was also a member of the Inner Circle of the Hellfire Club, an elite group secretly dedicated to achieving world domination. Von Roehm successfully sponsored Selene for membership in the Inner Circle, and she rapidly rose to the high rank of Black Queen.

STATISTICS

F TY (6)
A TY (6)
S GD (10)
E EX (20)
R TY (6)
I EX (20)
P RM (30)

Health: 42

Karma: 56

Resources: Typical

Popularity: -10

BACKGROUND

Real Name: Unrevealed

Occupation: Houngan (Voodoo priest)

Identity: Secret

Legal Status: Citizen of the United States with no criminal record

Other Known Aliases: None known

Place of Birth: Unknown

Marital Status: Unknown

Known Relatives: Unknown

Base of Operations: New Orleans area

Group Affiliation: Former Ally of the Grim Reaper

Present Group Affiliation:

KNOWN POWERS

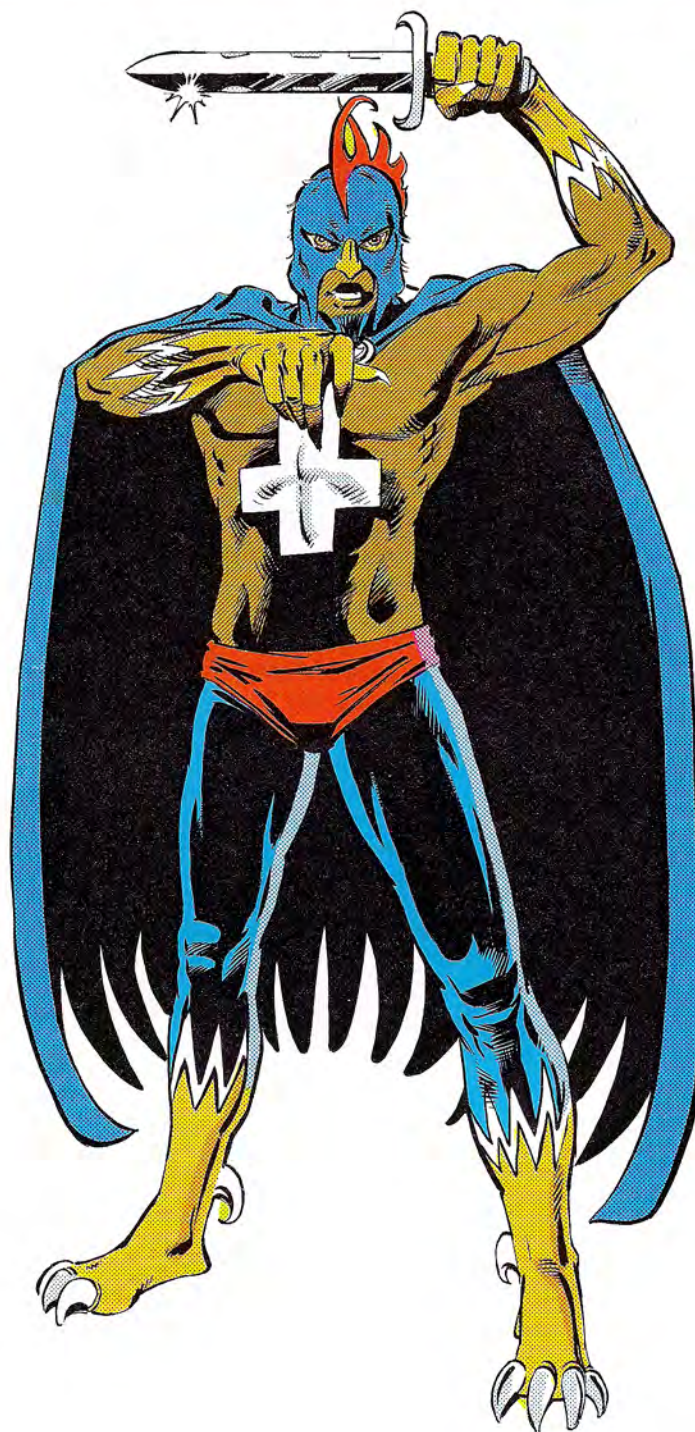
Necromancy: The Black Talon can create zombies (also called zuevemies), the reanimated bodies of the dead. To do so, Black Talon must perform a mystical ceremony in the presence of the corpse to be reanimated. As many as 20 zombies may be created at one time. A zombie created from the body of a normal man has the following statistics:

F A S E R I P
TY PR TY GD FB PR FB

The Black Talon can telepathically control zombies in his presence. On their own, the zombies can obey simple verbal instructions. Other than this, their intellect is almost nonexistent. The Black Talon's necromancy powers are of Monstrous rank.

Weapons: Black Talon sometimes carries simple hand-to-hand weapons, such as a sword, dagger, or club. He is considered to have Good fighting ability with sword.

Talents: The Black Talon is well-versed in Occult lore, especially in



voodoo.

Contacts: The Black Talon was the former partner of Grim Reaper and Nekra.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Not much is known of the Black Talon's motivations; the Black Talon is evil, and is likely motivated by a desire to do evil. At the same time, he has a hatred of bigotry, which caused him to desert the Grim Reaper. While they have not appeared together, the Black Talon might be a natural enemy for Brother Voodoo.

HISTORY

The first known Black Talon was millionaire Desmond Drew, who secretly led a voodoo cult that dealt in human sacrifice. As the Black Talon, Drew wore the garb of the Black Rooster, which symbolized "he who dwells in the fiery pit," and he claimed to be a "living loa," a voodoo god in human form.

In actuality Drew was a mere human being whose supernatural feats were the work of his mother, the blind houngan Mama Limbo. The Talon had his cultists kidnap young female virgins to serve supposedly as human sacrifices to the loa. However, the Talon was really carrying out the plan of his mother, who believed she had learned a means of restoring her youth, beauty, and sight by bathing in the blood of virgins.

Learning that Drew was an imposter, the cultists beat the Black Talon to death.

Afterwards, a Creole youth whose true name is unknown but who possesses actual voodoo powers, took on the name and costume of the Black Talon and gathered his own group of cultists. The new Black Talon was contacted by the Grim Reaper, who wished to see his supposedly dead brother Wonder Man resurrected as a zombie. When the Black Talon accomplished the task, the Reaper sent his brother's body to Avengers Mansion where he hoped the zombie might wreak havoc. The Avengers subdued the zombie and then tracked down and defeated the Black Talon.

Some time later, the Grim Reaper enlisted the Black Talon in a new scheme to restore his brother to a closer semblance of what he had been. He assigned the Talon the task of creating a zombie who physically resembled his brother before becoming Wonder Man. The West Coast Avengers, the Vision, and the Scarlet Witch thwarted the Reaper's plans. The Black Talon escaped, however, and remains at large.

STATISTICS

F IN (40)
A RM (30)
S GD (10)
E EX (20)
R GD (10)
I IN (40)
P EX (20)

Health: 100

Karma: 70

Resources: Good

Popularity: 30

BACKGROUND

Real Name: Natalia Alianova Romanova

Occupation: Adventurer, Intelligence Agent, former ballerina

Identity: Publicly known

Legal Status: Former Citizen of the USSR who defected to the United States, under extended Visa provided by SHIELD. She has a criminal record in the United States for her espionage activities for other nations, but she was granted amnesty through SHIELD's intervention.

Other Known Aliases: Natasha Romanoff (Anglicized version of her name)

Place of Birth: Stalingrad, USSR

Marital Status: Widowed

Known Relatives: Alexi Shostakov (alias Red Guardian I, deceased)

Base of Operations: New York City, although frequently mobile.

Group Affiliation: Reserve member of the Avengers, former member of the Champions of Los Angeles, frequent SHIELD Operative, frequent partner of Daredevil.

Present Group Affiliation:

KNOWN POWERS

Weapons: *Widow's Bite:* The Black Widow wears bracelets that include a number of weapons and devices.

Electro-blaster (Excellent Energy attack, range 4 areas)

Gas-Launcher Fires gas-filled capsules, usually Excellent intensity tear gas; range four areas, gas fills one area.

Cable-Launcher: Length 3 areas, Incredible strength material, includes a grappling hook.

Two-Way Radio: Can be tuned to a classified SHIELD frequency.

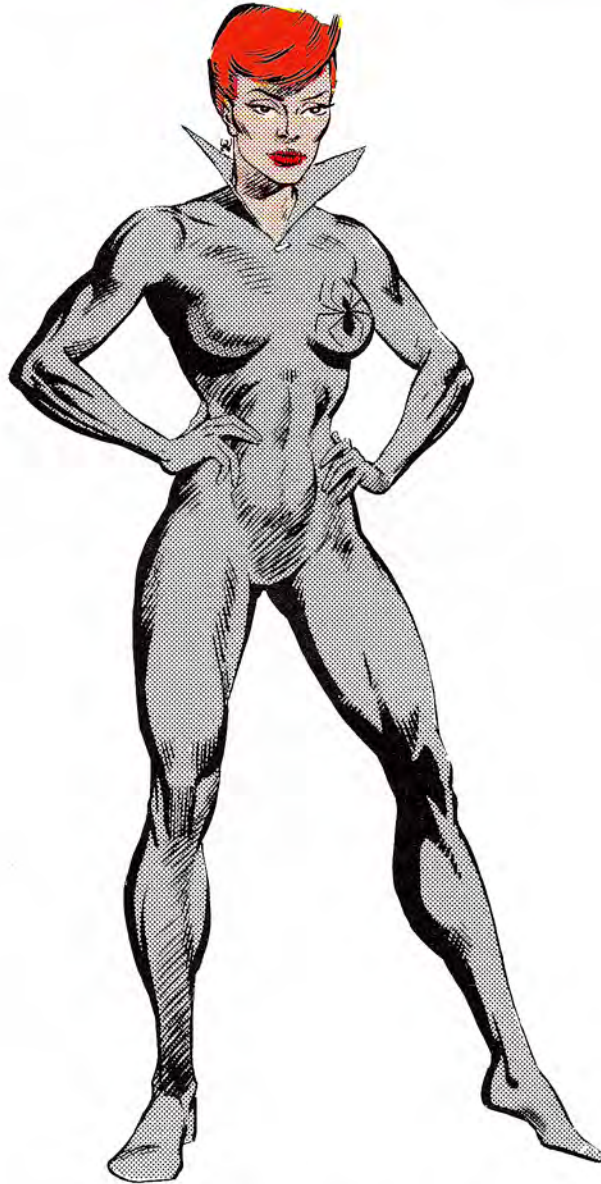
Wall-Crawling: The gloves and boot-

soles of the Widow's costume are covered with microscopic suction cups that enable her to wall-crawl with Remarkable ability.

Explosive Belt: The Belt is covered with explosive filled disks that function as grenades. Each disk explodes for Remarkable damage. This belt was a standard part of the Widow's costume, but she seldom wears it now.

Talents: The Black Widow is a weapon specialist with her widow's bite (+2CS when using the weapons or cable) and also uses martial arts A, B, and E in combat. She also has Detective/Espionage and Military skills and speaks several languages.

Contacts: The Black Widow has worked with the Avengers, SHIELD, and the Champions of Los Angeles. She maintains very close contact with Daredevil, and has helped Spider-Man on occasion.



ADDITIONAL NOTES:

HISTORY

Natalia Romanova, a descendant of Russia's royal family, was found as a young child by a Russian soldier known as Ivan Petrovitch, who watched over her as she grew up and today works as her chauffeur. Romanova proved to be a brilliant scholar and athlete as she matured, and in her teens gained fame in the Soviet Union as a ballerina. She married the renowned Soviet test pilot Alexi Shostakov.

It was decided at the KGB, the department of the Soviet government which serves as its intelligence agency and secret police, that the Shostakovs would make good special operatives. While Alexi Shostakov was away on a mission, he was informed of the state's new plans for him, and told that from then on he could have no contact with any of his past friends and acquaintances, including even his own wife. Shostakov was then trained to become the Red Guardian, a costumed agent who was intended to act as the Soviet Union's counterpart to Captain America. Meanwhile, a Soviet official told Natalia Shostakova that her husband had died in the explosion of an experimental rocket he was testing. Distraught, Natalia said that she wanted to do something to be worthy of the memory of her heroic husband. The KGB had anticipated her reaction, and trained her to become the spy known as the Black Widow.

At first the Black Widow did not act as a costumed agent. Her first major

field assignment was to infiltrate Stark Industries in the United States and assist her partner Boris Turganov in the assassination of the defector Professor Anton Vanko. The Black Widow was thwarted repeatedly by the original Iron Man in her various schemes against Stark Industries. The Black Widow used Hawkeye, who was then sought as a criminal and who found himself attracted to her, as an ally in some of her subversive activities. The Widow was given her first costume in her fourth major mission in the United States. However, her growing love for Hawkeye led to a weakening of her resolve to continue her missions for the Soviets. Hawkeye refused to act as a criminal any longer, and successfully sought amnesty and Avengers membership.

The Black Widow fell into the hands of intelligence agents of the People's Republic of China, who brainwashed her into serving them. They directed her to attack the Avengers, but she freed herself from the brainwashing, was reunited with Hawkeye, and defected to the United States. She publicly revealed her true identity and offered her services to SHIELD, which has made use of them on numerous occasions.

Her romance with Hawkeye ended, as did her subsequent love affair and partnership with Daredevil, although she remains friends with both men. She was a member of the Champions of Los Angeles, and serves from time to time as a member of the Avengers. She remains active as a freelance adventurer.

ROLE-PLAYING NOTES

The Black Widow is a cool, tough, professional adventurer who has seen a lot over the years. Despite her rather hard exterior, she can be quite sentimental at times. Natasha tries to distance herself from personal relationships, finding friendship less painful than romance.

STATISTICS

F RM (30)
A GD (10)
S GD (10)
E RM (30)
R EX (20)
I GD (10)
P PR (4)

Health: 80

Karma: 34

Resources: TY

Popularity: -8

BACKGROUND

Real Name: Mark Scarlotti

Occupation: Criminal for hire, former weapons designer, and special agent for the Maggia.

Identity: Publicly known

Legal Status: Citizen of the United States with a criminal record

Other Known Aliases: Whiplash

Place of Birth: Cleveland, Ohio

Marital Status: Single

Known Relatives: Anthony (father), Barbara (mother)

Base of Operations: Mobile

Group Affiliation: Former agent of the Maggia, former partner of the Melter, Man-Bull, and the Wraith, associate of Justin Hammer.

Present Group Affiliation:

KNOWN POWERS

Body Armor: Blacklash's steel mesh body suit provides Good protection from physical attacks and Excellent protection from energy attacks.

Whips: Blacklash's arsenal centers around a pair of specially designed titanium whips. These whips are stored in holders in his gloves. He may use these custom designed whips in a number of ways.

As whips: with +2CS (Weapon Specialist), for Remarkable Blunt weapon damage. They may grapple an opponent as with Incredible strength.

As nunchaku: for two separate attacks with Excellent damage each.

If wound around a opponent, the whip may detach from its handle and explode for Incredible damage to its target (Excellent to all within one area). The concussion explosion may be timed for up to three rounds. **Special:** The whip may be stiffened to form a vaulting pole allowing 1-

story vaults. The whip may be spun to form a Shield of Excellent protection.

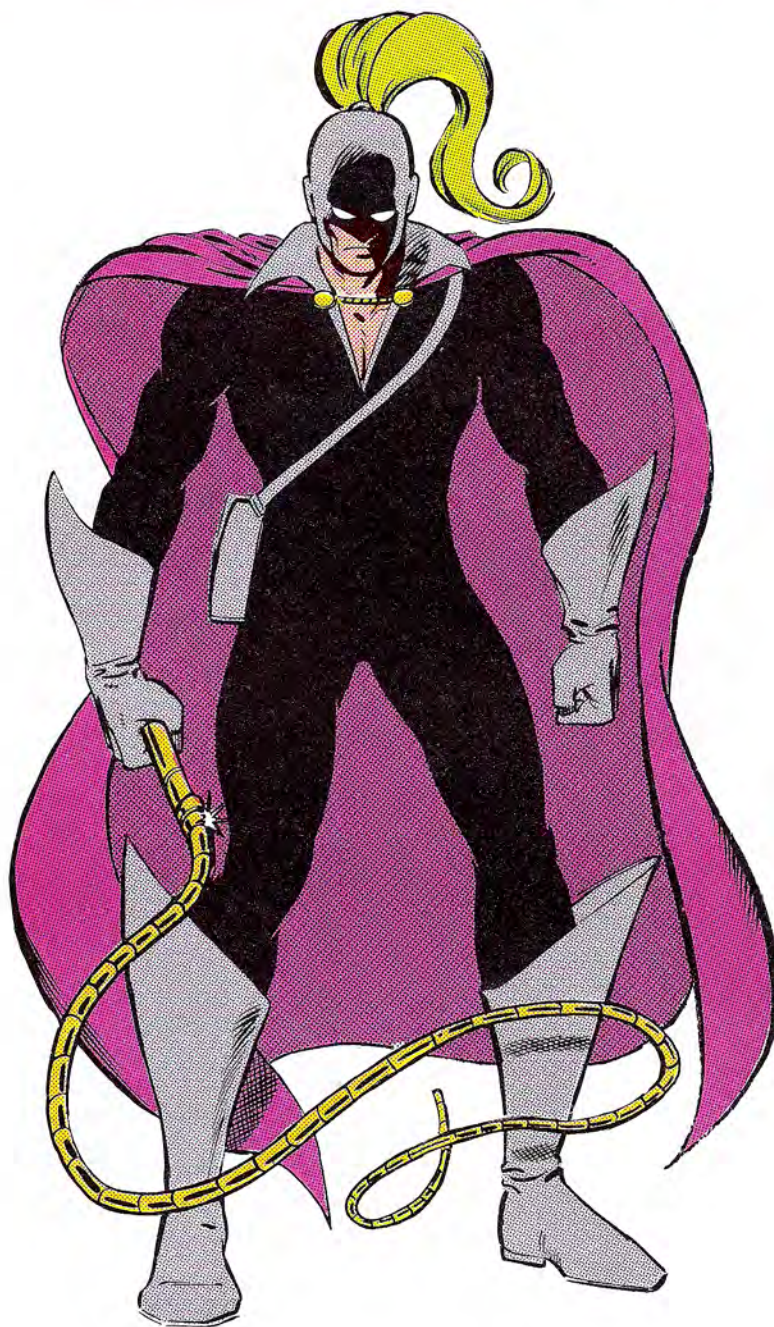
The whips are made of Incredible Strength Material.

Other Weaponry: Whiplash has a Gravity Bolo and a Necrolash. The Gravity Bolo has an artificial gravity device; if it hits a target, the target is held down with Amazing Strength. The bolo is made of Amazing Strength material. The Necrolash is a whip; if it grapples a target, Blacklash can channel Amazing intensity

electricity through to its target.

Talents: In addition to his Weapon Specialist ability with whips, Blacklash is trained in Martial Arts A, C, E, and is experienced in engineering, specializing in weapon design.

Contacts: Blacklash has criminal contacts with the Maggia, though they are not as good as they once were, and also with Justin Hammer.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Blacklash is a professional criminal, arrogant and confident. He does not like taking orders (but must, due to his line of work) and is not very sociable to anyone whom he feels is less competent than he. Blacklash enjoys combat, and does not back down from fights.

HISTORY

Mark Scarlotti was contacted by the Maggia crime syndicate while working for a degree in Engineering at Rennselaer Poly-Tech. Upon graduation, he went to work for the Maggia as a weapons designer. With Maggia funds, he developed several technological weapons, the greatest among which was a steel-fiber whip capable of penetrating virtually any substance short of Adamantium. A natural athlete, Scarlotti practiced with the whip until he became an expert at it. Then, craving more excitement and money than weapons design afforded, Scarlotti asked to use his whip as a special costumed agent. He dubbed himself Whiplash and served the Maggia well, his reputation being established early on by battling Iron Man to a stalemate. Eventually, Scarlotti was assigned to go undercover for the Maggia, and under the name Mark Scott, he infiltrated Stark International's Cincinnati plant and became its head of research. There he again encountered Iron Man and escaped from the battle unscathed.

Quitting the undercover assignment without his superiors' permission, Whiplash joined forces with the Melter and the Man-Bull to vie for the Golden Globe of Power offered by the mysterious extradimensional being, the Black Lama. It was then that Whiplash was decisively defeat-

ed by Iron Man for the first time, he was taken to jail, and his identity was learned by the authorities. The Maggia paid his bail and took him on once again as a contract agent. On assignment, Whiplash encountered the Wraith, whose mental powers drove Whiplash to the brink of insanity.

Upon recovery, he was sent to Ryker's Island Prison to serve time for his various crimes. He was freed by criminal financier Justin Hammer, who was gathering a small army of costumed criminals to finance their operations in exchange for a share of the profits. Hammer provided Scarlotti with the funds and facilities to totally revamp and update his arsenal. Scarlotti renamed himself Blacklash and went back to the Maggia as a freelance mercenary to look for an assignment. The Maggia contracted Blacklash for a job, but despite his new arsenal, Blacklash was soundly defeated by Iron Man before he could complete it. Demoralized by his recent string of defeats, troubled by family problems stemming from the public revelation of his criminal activities, and shunned by the Maggia, Blacklash has been trying to make ends meet by taking any mercenary work that comes his way.

He was most recently seen working for Justin Hammer along with the Beetle and the new Blizzard, but was defeated once again. He managed to escape; his current whereabouts are unknown.

STATISTICS

F TY (6)
A EX (20)
S GD (10)
E EX (20)
R PR (4)
I TY (6)
P TY (6)

Health: 56

Karma: 16

Resources: Feeble

Popularity: -6

BACKGROUND

Real Name: Marcus Daniels

Occupation: Research Assistant, later professional criminal

Identity: Publicly known

Legal Status: Citizen of the United States with a criminal record

Other Known Aliases: None

Place of Birth: Flushing, New York

Marital Status: Single

Known Relatives: None

Base of Operations: New York City

Group Affiliation: Former partner of Moonstone, former member of Masters of Evil IV

Present Group Affiliation:

KNOWN POWERS

Darkforce Manipulation: Blackout has this power at Excellent rank, and all power stunts listed in the Player's Book were established Power Stunts for Blackout. However, the only shapes he could create were simple geometric shapes (cubes, spheres, cylinders, planes).

Limitation: Blackout's sanity is tenuous, because of his accidental imprisonment in the Darkforce dimension. He suffers from delusions of persecution, and is likely to strike blindly against anyone trying to imprison him.

Talents: None.

Contacts: Blackout was a member of the Masters of Evil IV, and was manipulated by Moonstone, the only one in whom he placed trust.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Blackout was always high-strung, even before his imprisonment in the Darkforce dimension. He vacillated between periods of being easily manipulated, and periods of paranoia, but had enough willpower to die fighting against Baron Zemo's control. Blackout was crazed, striking out against everyone whom he believed was out to get him, which was nearly everyone.

HISTORY

Marcus Daniels was a laboratory assistant to Dr. Abner Croit, a physicist studying an unidentified form of radiation which he called "black star" rays. Coercing his assistant into being a subject for his experiments, Croit bombarded Daniels with this unknown cosmic radiation, which was later identified as the Darkforce. Daniels became charged with its energy and soon learned he could project it from his body as quasi-solid blackness. Croit created a bodysuit that curtailed Daniels' body and the extradimensional source of his energy was so close that Croit had to build a stabilizing device to keep Daniels' body from shifting totally into this energy dimension. Daniels escaped from Croit's laboratory not long after, and calling himself Blackout, used his superhuman powers to commit a series of robberies.

Feeling the energies within him becoming increasingly unstable, Blackout returned to Croit's laboratory to steal the stabilizer. Croit caught him in the act, however, and Blackout used his powers to open up an aperture into the dimension from which the energy he projects originates. Croit was sucked into that dimension and has yet to be recovered; presumably, he died there. Following a skirmish with the fledgling crimefighter Nova, Blackout himself vanished into this other dimension after accidentally destroying the stabilizer. Blackout later returned to Earth, his grasp on sanity made more precarious by his interval in the other dimension. He was apprehended by legal authorities and eventually taken to Project: Pegasus so its energy specialists could analyze his power. During a diversion elsewhere in Pegasus, Blackout managed to escape his containment cell and free several of his fellow superhuman criminals, who were also there to be studied. Blackout and his new ally Moonstone escaped the confines of Pegasus, but were later tracked down by the Avengers. Attempting to escape from them, Blackout opened up another aper-

ture into the "dark dimension" and he and Moonstone were sucked into it. Note: The dark dimension from which Blackout drew Darkforce is not to be confused with the Dark Dimension previously ruled by Dormammu and now ruled by Clea.

Moonstone used her energy powers to ascertain where they were and helped Blackout navigate them out of the Darkforce dimension to the Earth's moon. Moonstone hoped to augment her superhuman powers on the moon's surface, but before she could do so, members of the moon's resident race, the Inhumans, aided by the mutant Dazzler, overpowered the two escaped criminals. Blackout and Moonstone were taken back to Earth and were returned to captivity at Project: Pegasus.

Months later, Moonstone joined Baron Helmut Zemo's new Masters of Evil and persuaded the baron to free Blackout from Project: Pegasus. By this time Blackout's mental condition was so unstable that at times he sank into a nearly catatonic state. Using a combination of her own talent for psychological conditioning and certain technological devices, Moonstone succeeded not only in making Blackout responsive to her commands, but also in extending and refining his control of his power. Zemo realized that due to her ambition, high intelligence, and control over Blackout's formidable power, Moonstone posed a serious challenge to his leadership of the Masters of Evil. Therefore, Zemo had another of the Masters, the Fixer, install circuitry within the Baron's headband that was keyed to the pattern of Blackout's brain waves. Hence, using the circuitry, Zemo could mentally force Blackout to obey his commands, and override Moonstone's influence over him, as Zemo demonstrated to her when she finally challenged his leadership. Zemo allowed Moonstone to continue supervising Blackout, however.

Zemo and his Masters of Evil seized control of Avengers Mansion. On Zemo's instructions, Blackout used his powers to entrap Captain Marvel within the Darkforce Dimension. Moonstone had Blackout surround the mansion with an

impenetrable barricade of darkforce to prevent other Avengers or the police or the military from entering it.

However, Captain Marvel finally escaped the Darkforce Dimension through an aperture opened into it by the Shroud. Doctor Druid used his psychic ability to influence minds to induce Blackout to remove the Darkforce barrier about the mansion. A force of Avengers entered the mansion from underground and defeated many of the Masters of Evil within it.

Faced with the possible ruin of his plans, Zemo ordered Blackout to project the entire mansion (and the Avengers inside it) into the Darkforce Dimension. Doctor Druid mentally informed Blackout that Zemo was not the friend he pretended to be, but was trying to exploit Blackout. Realizing that Druid was right, Blackout resisted Zemo's mental commands, which were backed up by the power of the Fixer's devices in the Baron's headband. The strain of resistance was too great for Blackout to bear, and he collapsed from a massive cerebral hemorrhage. Blackout died nearly instantaneously. Soon afterwards, Zemo fell from the roof of the mansion during a confrontation with his archfoe Captain America.

STATISTICS

F	EX (20)
A	GD (10)
S	AM (50)
E	UN (100)
R	GD (10)
I	GD (10)
P	EX (20)

Health: 180

Karma: 40

Resources: EX (20)

Popularity: 2

BACKGROUND

Real Name: Blastaar of Baluur

Occupation: Monarch and Conqueror

Legal Status: Monarch of Baluur

Identity: Public knowledge

Place of Birth: Baluur

Marital Status: Widower

Known Relatives: Nyglar (wife, deceased)

Base of Operations: Baluur, the Negative Zone

Past Group Affiliations: former ally of Annihilus and the Sandman

Present Group Affiliation:

KNOWN POWERS

Body Armor: His thick hide gives him Remarkable protection against physical and energy attacks.

Energy Blast: Monstrous rank

Rocket: Monstrous speed

Self-Sustenance: He can survive for weeks without food.

Suspended Animation: He can enter a suspended state for months and voluntarily reawaken whenever he wants.

Talents: Blastaar is a military leader and tactician.

Contacts: The Baluur military.



ADDITIONAL NOTES:

ROLE PLAYING NOTES

Blastaar is a ruthless warrior who believes that his own raw power is enough to do anything he wants to do. Surprisingly, he has developed an affection of sorts for his people and wants to mold them into an empire to conquer first the Negative Zone and then the Marvel Universe. If need be, he will ally himself with individuals whose power or resources he can later usurp.

HISTORY

Blastaar is the king of the planet Baluur in the anti-matter universe called the Negative Zone. He ruled ruthlessly for years until many of his subjects rose against him and imprisoned him in an adhesion suit set adrift in outer space in the Negative Zone. Blastaar eventually broke

free and sighted Reed Richards of the Fantastic Four and Triton of the Inhumans, who were returning to Earth from the Negative Zone. Blastaar followed them back to Earth through the interdimensional portal that Richards had opened into the Zone. The Fantastic Four drove Blastaar back into the Zone, but he subsequently has returned to Earth several times, hoping to conquer it. Each time Blastaar has been defeat-

ed and ultimately deported to the Negative Zone. Eventually public sentiment on Baluur shifted, and Blastaar not only reclaimed his throne there, but also led Baluur's forces in carving out an interplanetary empire in the Negative Zone.

Blastaar took Annihilus' Cosmic Control Rod and now uses it to further his conquest of the Negative Zone.

STATISTICS

F GD (10)
A GD (10)
S GD (10)
E EX (20)
R TY (6)
I GD (10)
P TY (6)

Health: 50

Karma: 22

Resources: Typical

Popularity: 0

BACKGROUND

Real Name: Donny Gill

Occupation: Mercenary

Identity: Secret

Legal Status: Unknown

Other Known Aliases: None

Place of Birth: Unknown

Marital Status: Unknown

Known Relatives: None

Base of Operations: Mobile

Group Affiliation: Partner of the Beetle and Blacklash, employee of Hammer Industries

Present Group Affiliation:

KNOWN POWERS

Battlesuit: The Blizzard armor contains a cryogenic backpack that allows Blizzard to focus cold powers through his armor. Its powers are as follows:

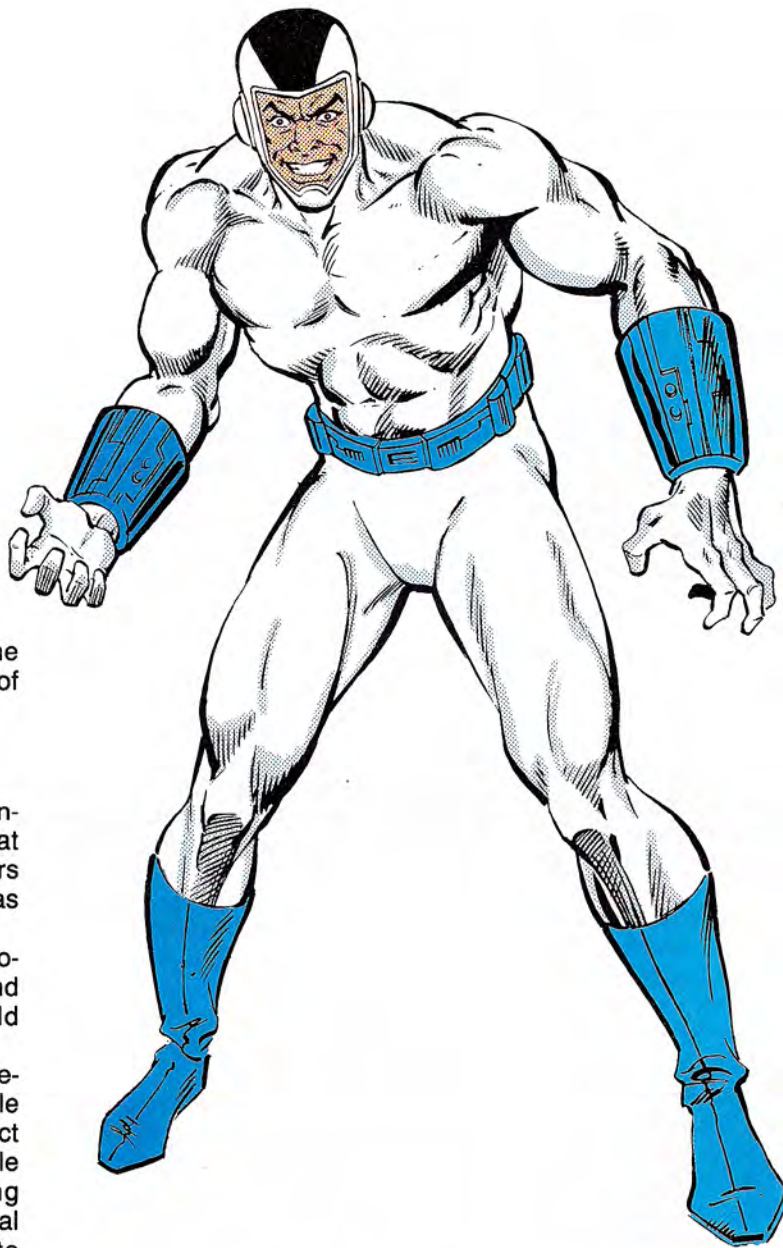
A armor: The suit provides Good protection against physical attacks and Amazing protection against cold attacks.

Ice Generations: The Blizzard battlesuit allows him to create Remarkable ice missiles (3 area range), erect Remarkable ice walls, and entangle the opponent with an Amazing ensnarement attack. The original Blizzard could also generate Remarkable body armor and create sleet, snow, and freezing rain at Remarkable level, but the new Blizzard has not demonstrated any of these powers.

Backpack: The Blizzard armor was powered by a backpack that could sustain Remarkable damage before becoming inoperative.

Original Blizzard: Gregor Shapanka, the original Blizzard, had the following stats:

F A S E R I P
TY GD GD EX RM GD PR



Talents: Unknown

Contacts: Blizzard works for Justin Hammer, although whether Hammer will continue to put up with his incompetence is another matter.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

The new Blizzard is a young, very inexperienced supervillain. While he knows how to operate the Blizzard armor, he has few ideas about strategy, and has proven more of a liability than an asset as a teammate.

HISTORY

Dr. Gregor Shapanka, an employee of Stark Industries, was conducting private research into a means for achieving physical immortality. He attempted to rob the private vault of Anthony Stark, head of the corporation, in order to obtain microtransistor designs that Shapanka intended to sell to finance further research on his private project. However, Shapanka was unsuccessful in his theft; captured, he was brought before Stark, who fired him.

Subsequently, Shapanka created a suit that could generate intense cold, with which he hoped to slow his own aging process. Shapanka also began to use the suit and its abilities to commit crimes in order to amass wealth. The news media named this new criminal "Jack Frost," perhaps in recollection of the member of the Liberty Legion who could generate intense cold. Seeking vengeance on Stark, the new Jack Frost captured Stark's secretary, Virginia "Pepper" Potts, and his chauffeur, Harold "Happy" Hogan, and battled Stark's supposed bodyguard, Iron Man, who was secretly Stark himself. Iron Man defeated Jack Frost and thus saved his captives, and Shapanka was sent to prison.

Years later, Shapanka escaped prison and attacked Stark's Long

Island industrial complex using a new, far more powerful cold-generating battlesuit and calling himself the Blizzard. This time he was out to steal Stark's climatron device, which could be used to alter weather patterns. The Blizzard nearly froze Iron Man to death, but Iron Man was rescued by Potts. Iron Man caused the Blizzard's battlesuit to short-circuit, and then captured him.

Later, once again at large, Shapanka obtained financing for recreating his cold-generating costume. The Blizzard formed a partnership with two other clients of Justin Hammer, Blacklash and the Melter, and together the three criminals attacked a hotel casino in Atlantic City, only to be defeated by Iron Man and private bodyguard Bethany Cabe. The three criminals were sent to Riker's Island but were freed shortly thereafter and brought to Hammer's floating villa. There the Blizzard joined a small army of costumed criminals in battling Iron Man, who succeeded in defeating them all.

Later, somehow Shapanka's body gained the ability to generate intense cold without artificial means. Feeling alienated from humanity, Shapanka, again calling himself Jack Frost, went to live in an ice palace he created within a mountain. The Hulk found Jack Frost's new home and destroyed the ice palace. Jack Frost was seemingly killed in the collapse of his icy domain.

But months later, Shapanka reappeared in the guise of the Blizzard. Somehow Shapanka had lost his bodily power to generate cold and once again needed his battlesuit to create low temperatures. Shapanka returned to crime and formed a gang to aid him. However, upon robbing a bank in New York City, the Blizzard

and his henchmen were found and defeated by Spider-Man, and were taken into police custody. Thanks to his lawyer, Shapanka was soon back at large, and kidnaped Bobby Saunders, a boy whom he saw speaking with Spider-Man. Through Saunders, Shapanka intended to get revenge for his most recent defeat.

Arno Stark, the Iron Man of 2015 A.D. in an alternate future, had traveled back in time to locate Saunders. (In the alternate future from which Arno Stark had come, the adult Saunders was a terrorist who had armed a highly destructive bomb before dying. Saunders' retina patterns were the key to disarming the bomb. Therefore, Arno Stark had gone back in time to discover what those patterns were by locating the Saunders of that time.) The future Iron Man found Shapanka and Saunders and carried Saunders off. Shapanka, wearing another cold-producing battlesuit, believed this Iron Man to be the same one he had fought so often before, and attacked him. The future Iron Man then annihilated the Blizzard with a blast of energy.

Following the death of Shapanka, Justin Hammer obtained the Blizzard armor and gave it to one of his underlings, Donny Gill. Gill mastered the use of the armor and was sent out to recapture the supervillain Force, who had deserted Hammer, along with the Beetle and Blacklash. Force was protected by Iron Man, and in the ensuing melee, Blizzard was nearly electrocuted while in single combat against Force. Gill was captured and presumably imprisoned; whether Gill or someone else will return as the Blizzard remains to be seen.

STATISTICS

F	RM (30)
A	PR (4)
S	RM (30)
E	MN (75)
R	PR (4)
I	GD (10)
P	EX (20)

Health: 139

Karma: 34

Resources: Poor

Popularity: -10

BACKGROUND

Real Name: Fred J. Dukes**Occupation:** Ex-circus performer, ex-professional criminal, now a United States government agent**Identity:** Publicly known**Legal Status:** Citizen of the United States with a criminal record (pardoned)**Other Known Aliases:** None**Place of Birth:** Lubbock, Texas**Marital Status:** Single**Known Relatives:** None**Base of Operations:** Washington, D.C.**Group Affiliation:** Former member of the original and new Brotherhood of Evil Mutants, former member of Factor Three, current member of Freedom Force.**Present Group Affiliation:**

KNOWN POWERS

Immovability: The Blob can bond himself to whatever surface he is standing on by force of will (requires one round of concentration). It requires Unearthly strength plus a Red Endurance FEAT roll to budge him, and even this pulls up the ground around him. The Blob can never be Stunned or Slammed, regardless of what martial art or attack column is used.**Bodily Expansion:** The Blob can expand all of the cells of his body's fatty covering at once. This destroys any tight fitting body restraints of Excellent Material Strength or less (simple iron shackles, iced up, etc.)**Body Armor:** The Blob has Unearthly body armor against physical attacks, and Amazing resistance to heat, cold, and energy attacks. His eyes, nose, and mouth are not so protected, and he may be temporarily blind-

ed by called shots in these areas.

Soft Body: The Blob can absorb physical impacts without harm to himself, and can absorb and hold a being who is physically attacking him. This requires a Psyche FEAT roll to relax the body around his opponent. Once grabbed, the opponent is held (as in wrestling) with Monstrous Strength.**Power Stunt—Gravity Smash:** On one occasion, the Blob was able to smash a foe farther than a person with Blob's strength normally could do. This stunt probably involves reversing his gravity control. The Blob can strike with Monstrous damage and knock the opponent thirty

areas away when he uses this Stunt.

Talents: None.**Contacts:** The Blob has contacts in Freedom Force, and has become pals (of a sort) with Avalanche and Pyro. His closest friend, Unus, is dead. He may have retained some contacts with friends from his old circus (no relation to the Ringmaster's Circus of Crime).

ADDITIONAL NOTES:

HISTORY

The Blob is a mutant whose latent superhuman powers became manifest when he reached puberty. Thinking of himself as no more than, in his own words, "an extra-strong freak," the Blob used his superhuman powers as a performer in a carnival. The original X-Men came to the carnival in their everyday identities to invite him to meet with their mentor, Professor Charles Xavier. Attracted to the beautiful young X-Man Jean Grey, the Blob accepted. He went with the X-Men to Xavier's mansion, where Xavier asked him to join the group, but the Blob arrogantly refused. Xavier then knew he had to use his mental powers to erase the Blob's knowledge of the X-Men's true identities. But the Blob had no intention of letting this happen, and after fighting the X-Men, escaped back to the carnival.

The Blob had learned through meeting Xavier and the X-Men that he himself was a superhumanly powerful mutant. Believing himself therefore to be superior to normal people, the Blob took over the carnival. Knowing that the X-Men considered him dangerous because he knew who they really were, the Blob decided to strike out at them first. He led the other members of the carnival in an attack on Xavier's mansion. The Blob hoped to steal whatever scientific discoveries and special weapons that the X-Men might possess and use them against ordinary humans. However, the X-Men defeated the Blob and his allies, and Xavier wiped out their memories of the X-Men.

Later, Magneto attempted to recruit the Blob for his Brotherhood

of Evil Mutants. A severe blow to the head restored the Blob's memory of the X-Men, and he joined Magneto's Brotherhood in an attack on them. In the midst of battle Magneto launched powerful torpedoes at the X-Men, not caring that the Blob was in the way. Torpedoes struck the Blob but did not seriously injure him. The Brotherhood escaped, and the Blob, feeling betrayed, swore never to trust anyone again and returned to his job with the carnival.

Months later the Blob met another superhumanly powerful mutant, Unus the Untouchable, and the two of them attempted to frame their mutual enemies, the X-Men, as thieves. This was the start of the Blob's long and close friendship with Unus, which ended only recently with Unus' apparent death. The two mutants next joined Factor Three, an organization of superhumanly powerful mutants that attempted world conquest. Unus and the Blob teamed up with other mutants, including Magneto, for other criminal activities, although they were continually thwarted by superhumanly powerful crimefighters.

Eventually the Blob was recruited by Mystique for her new Brotherhood of Evil Mutants. Although the Blob has sometimes operated independently of Mystique's organization since then, he continues to act as one of its members. Recently, aware of the United States government's increasing anti-mutant activity, Mystique renamed the Brotherhood "Freedom Force" and offered its services to the government. The Blob participated in Freedom Force's first mission for the government: the capture of Magneto, his former leader in the original Brotherhood.

ROLE-PLAYING NOTES

The Blob is thoroughly obnoxious to all but his closest friends. He enjoys hurting his enemies, and humiliating his opponents with his powers. He does have some dislike for his mutant deformation, as well as loyalty to his friends. In battle, he tends to let his opponents wear themselves out punching him before finishing them off.

STATISTICS

F PR (4)
A TY (6)
S PR (4)
E EX (20)
R PR (4)
I TY (6)
P TY (6)

Health: 34

Karma: 16

Resources: PR (4)

Popularity: 0

BACKGROUND

Real Name: Tabitha (last name unrevealed)

Occupation: X-Factor trainee, street criminal

Legal Status: Citizen of the U.S. with no criminal record

Identity: Unknown to the public at large

Place of Birth: Unknown

Marital Status: Single

Known Relatives: None

Base of Operations: New York area

Past Group Affiliations: Trainee with X-Factor, member of Fallen Angels

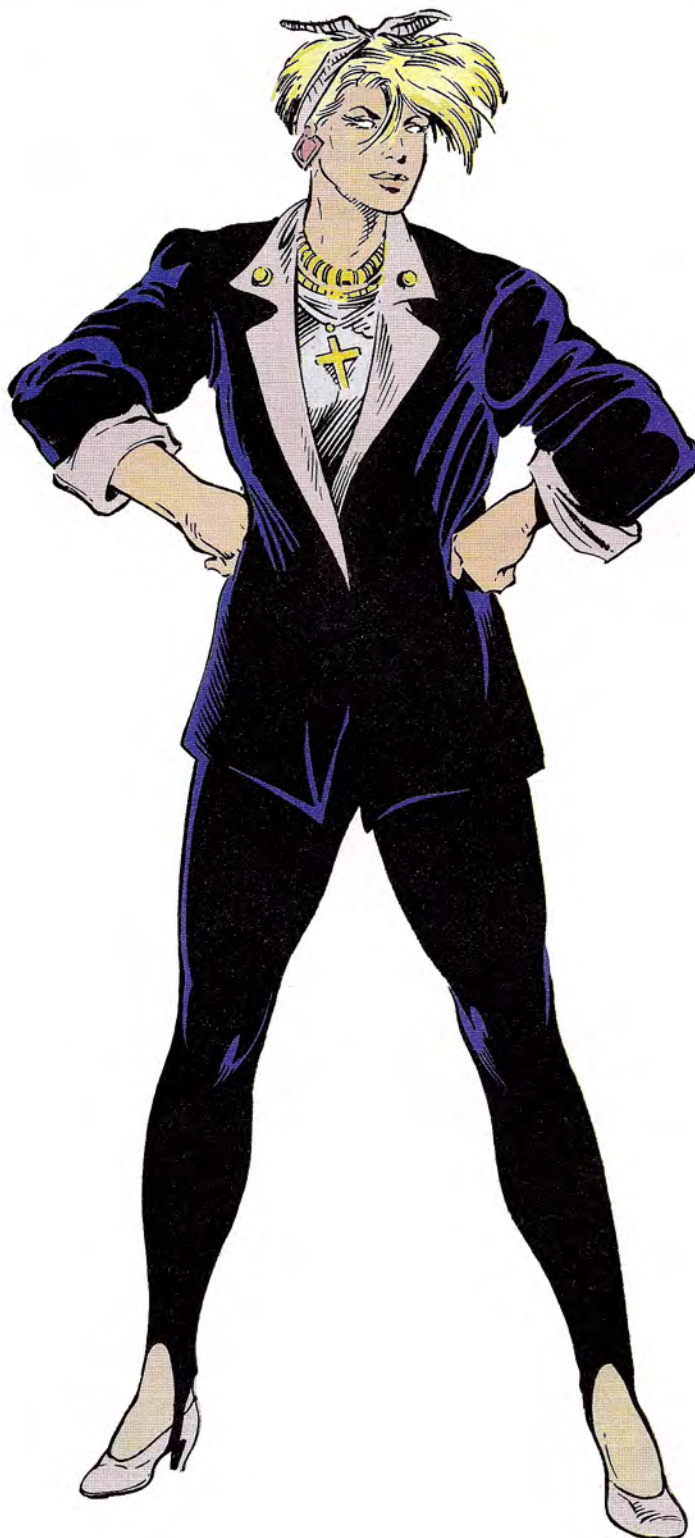
Present Group Affiliation:

KNOWN POWERS

Energy Bombs: Boom Boom can generate spheres of energy up to two feet in diameter that detonate up to 10 rounds after created. She must preset them upon creation. The maximum size bomb causes up to Amazing damage in one area when it explodes. She has only created one such bomb at a time, and may not be able to create them faster than this. Though she usually plants her bombs near the target, she can throw them up to 2 areas away.

Talents: Boom Boom has the Throwing Weapon talent for her energy bombs only.

Contacts: Boom Boom is a runaway. She can probably rely upon X-Factor and the Vanisher for help.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Tabitha is a typical runaway in many ways. She is hostile toward strangers and authority figures and is somewhat of a practical joker. She has no desire to kill anyone with her "time bombs" but often uses them to play jokes.

HISTORY

When Tabitha's powers manifested themselves in adolescence, she was forced to leave home when her parents "freaked out." She fell in with the Beyonder for a while and became quite attached to him. His attempt to destroy the universe frightened her and she betrayed him to the heroes of Earth.

Tabitha eventually found her way to New York, where she became a new recruit for the Vanisher, who was forming a gang of super-powered street urchins. She was later picked up by X-Factor and made friends with several of their trainees. She now wavers between being a trainee with X-Factor, a member of the Fallen Angels, and an independent sneak thief.

STATISTICS

F EM (20)
 A RM (30)
 S GD (10)
 E EX (20)
 R GD (10)
 I GD (10)
 P TY (6)

Health: 80

Karma: 26

Resources: Good

Popularity: -5

BACKGROUND

Real Name: Fred Myers

Occupation: Ex-baseball pitcher, now free-lance assassin

Identity: Secret

Legal Status: Naturalized American citizen with a criminal record

Other Known Aliases: Fred Slade

Place of Birth: Alice Springs, Northern Territory, Australia

Marital Status: Single

Known Relatives: None

Base of Operations: Mobile

Group Affiliation: Former employee of the Secret Empire, former ally of Viper II and the Silver Samurai, former employee of the Kingpin. Member of the Sinister Syndicate.

Present Group Affiliation:

KNOWN POWERS

Boomerangs: Myers carries seven boomerangs prominently on his costume, each with special properties. Unless otherwise noted, they are of Excellent material strength.

Shatterang: Detonates on contact, Amazing damage to all in one area.

Gasarang: Monstrous intensity tear gas, affects one area.

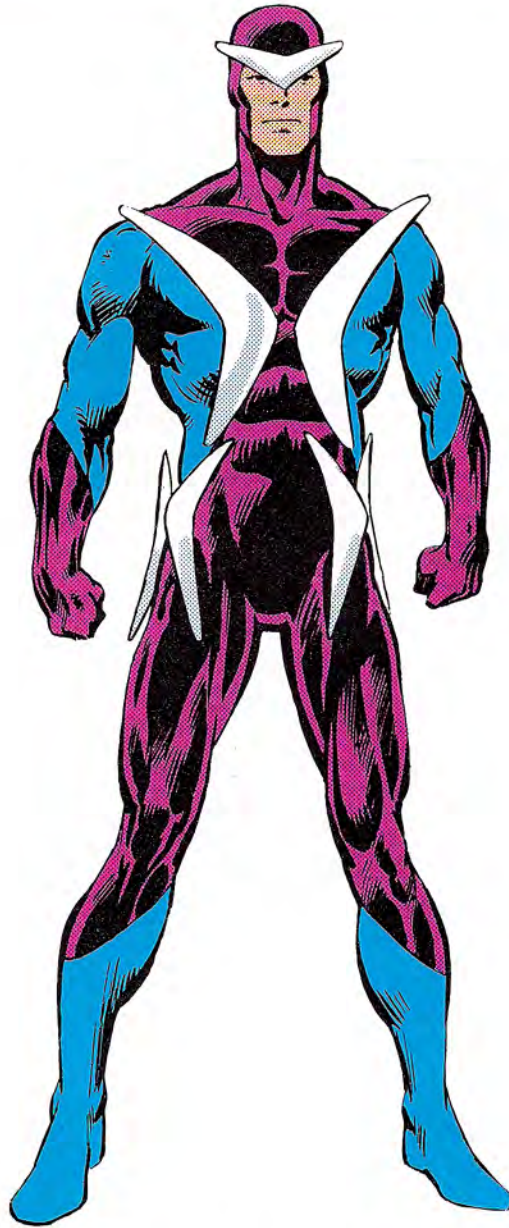
Razorangs: Incredible material strength, inflict Remarkable Edged throwing damage.

Bladerangs: Incredible Edged throwing damage, no affect on Body Armor of Good and higher material strength.

Screamerangs: Excellent intensity sonic attack.

Gravityrangs: Creates local gravity field of Incredible intensity.

Reflexerangs: solid-weighted boomerang. Bullseye result on Blunt Throwing column indicates target must check for Stun or be knocked over.



Myers can throw these so they will return to him with no risk of damaging himself.

Talents: Myers is a Weapon Specialist with boomerangs, gaining +2CS to hit. He also has +1CS with other thrown objects.

Contacts: Myers is a freelance criminal operative with contacts in most mobs. He most recently worked for Justin Hammer.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Boomerang has a great deal of confidence in his abilities, perhaps too confident, and gets involved in situations that he cannot handle. As a result, he has been used as a stooge for several villains, most notably the Kingpin. The Boomerang has made a number of superpowered enemies, especially Spider-Man.

HISTORY

Fred Myers was born in Australia but moved to America when he was a small child. In America, his great love was baseball and he developed an extraordinary pitching arm. He became a professional baseball player in the minor leagues after graduating from high school, and a few years later entered the major leagues. Within a year he was suspended for accepting bribes. Embittered, he was eventually contacted by the subversive criminal organization, the Secret Empire, and

offered employment. They designed special weaponry for him to exploit his pitching ability and he became their special operative, code-named Boomerang. When the Empire crumbled, Boomerang went to Australia to hide out and recuperate. There he incessantly practices the art of throwing a boomerang and decided to become a freelance assassin. Obtaining a new arsenal of weapons designed and financed by underworld financier Justin Hammer, Boomerang came back to America to pursue his criminal ambitions. He has since taken various freelance assignments, notably for the Kingpin.

STATISTICS

F IN (40)
 A IN (40)
 S MN (75)
 E UN (100)
 R EX (20)
 I EX (20)
 P IN (40)

Health: 255

Karma: 80

Resources: Poor

Popularity: 20 (8 outside Canada)

BACKGROUND

Real Name: Madison Jeffries

Occupation: Ex-machinesmith, now professional adventurer

Identity: Secret

Legal Status: Citizen of Canada with no criminal record

Other Known Aliases: None

Place of Birth: Unknown, but presumed to be somewhere in Canada.

Marital Status: Single

Known Relatives: Lionel (brother, deceased)

Base of Operations: Mobile

Group Affiliation: Former member of Gamma Flight, now member of Alpha Flight

Present Group Affiliation:

KNOWN POWERS

Transmutation: Jeffries has Unearthly control over all metals in a six area radius around him. He may assemble complex and intricate devices, and operate them by willforce. The metal retains its original material strength, which also serves as its armor, physical strength, and Endurance. The fighting and agility of any device created by Jeffries has a maximum of Incredible. In addition, he may repair damage inflicted on metal-based characters (such as Box), restoring up to Unearthly damage. He can also inflict Unearthly damage each round on robots, which must make an Endurance FEAT roll (Red if Endurance is less than Unearthly, Yellow if equal, Green if greater).

While in the Box battlesuit, Jeffries cannot use these powers.

Battlesuit: Outside of the armor, Jeffries' stats are:

F A S E R I P
 TY TY TY RM EX EX IN



The Box armor has Amazing protection against physical and energy attacks, Monstrous against heat, cold, and radiation. Jeffries can manipulate the metal fabric of the Box battlesuit for a wide variety of effects, such as:

Flight: Box flies by means of jet thrusters in the legs, and can fly at Incredible speed. As a weapon, the boots inflict Remarkable damage.

Digging: Box can burrow two areas per round.

Computer Link: Box can tap into available computer hardware with Remarkable ability.

Elongation: Box can transform itself to have Amazing elongation abilities.

Sensors: Box carries gear to detect fine wavelengths of energy. He has Amazing Infravision, radar, and radiation detection. His radio has a 200 mile range along standard bands, and can jam other radio sources within five areas with Incredible intensity.

BOX (Roger Bochs version)

F A S E R I P
 RM RM MN MN EX GD GD
 Health: 210

The Bochs version of the armor

has the same Armor Protection, Flight, Sensors, and Computer Link of the current Box armor.

Talents: Jeffries has an Unearthly understanding of mechanics (mostly intuitive; he cannot invent new items, but he can design according to other people's specifications) and he has the Military skill.

Contacts: Madison Jeffries has connections with the other members of Alpha Flight, and X-Men member Wolverine. He has cut off all ties with the Canadian government.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Madison Jeffries often seems to be uneducated and rough, but in spite of this lack of sophistication he is quite bright. Next to Vindicator, Jeffries is the most capable and respected member of the team. He is in love with Heather Hudson, an attraction which Vindicator shares. Jeffries has a sly sense of humor; though he is a master of machines, he is one of the most human of all superheroes.

HISTORY

The original Box was Roger Bochs, an engineer and mechanic who had lost his legs. He invented a large robot, named Box (a pun on his name), and was recruited into Gamma Flight by James McDonald Hudson (Guardian), who helped him perfect the robot. After the break-up of Department H, and all of Canada's sponsored superteams, Box returned to his business, when he was recruited by Jerome Jaxon, an old enemy of Hudson's and his robot assistant Delphine Courtney in a plot to destroy Guardian.

Bochs, who admired Hudson greatly, went along to infiltrate and help break up this group, called Omega Flight. However, Jaxon wanted to exact revenge in person, so he seized control of Box, and fought Guardian directly. Jaxon was apparently killed when Guardian defeated Box, but the beating Guardian sustained was responsible for Hudson's death.

Bochs turned to his fellow Gamma Flight member, Madison Jeffries, for revenge. Jeffries had served in Vietnam (as nearly 30,000 Canadians

did) as a mechanic, along with his brother, Lionel, who was a medic. Jeffries had a relationship with Lilian Crawley (Diamond Lil of Omega Flight), but had disappeared mysteriously. Together, they rebuilt the Box robot. Bochs joined Alpha Flight a short time later.

Box was first employed by Alpha Flight to hold the life-force of Walter Langkowski, whose body had disintegrated. Soon afterwards, Langkowski abandoned Box in an attempt to find a new body (see Sasquatch), when Omega Flight attacked Alpha Flight again. Jeffries defeated them and destroyed Courtney.

Jeffries served with Alpha Flight from that time onwards.

Bochs served Alpha Flight well, until a romance with Aurora turned sour and disgust at his handicap slowly drove him insane. Bochs was brought to Lionel Jeffries for help, but Lionel betrayed him and incorporated Bochs into Jeffries' monster Omega. Finally recognizing his madness, Bochs attempted to stop Omega, and was killed. Jeffries then reconfigured the Box armor and killed his brother. He has remained Box since that time, and is probably the most powerful member of Alpha Flight.

STATISTICS

F TY (6)
A GD (10)
S TY (6)
E EX (20)
R EX (20)
I EX (20)
P AM (50)

Health: 42

Karma: 90

Resources: Typical

Popularity: 30 (0 outside Haiti)

BACKGROUND

Real Name: Jericho Drumm

Occupation: Ex-Psychologist (M.D.), now houngan (voodoo priest)

Identity: Publicly known

Legal Status: Citizen of Haiti with no criminal record

Other Known Aliases: None

Place of Birth: Port-au-Prince, Haiti

Marital Status: Single

Known Relatives: Matilda (aunt, deceased), Daniel (brother, deceased)

Base of Operations: Port-au-Prince, Haiti

Group Affiliation: None

Present Group Affiliation:

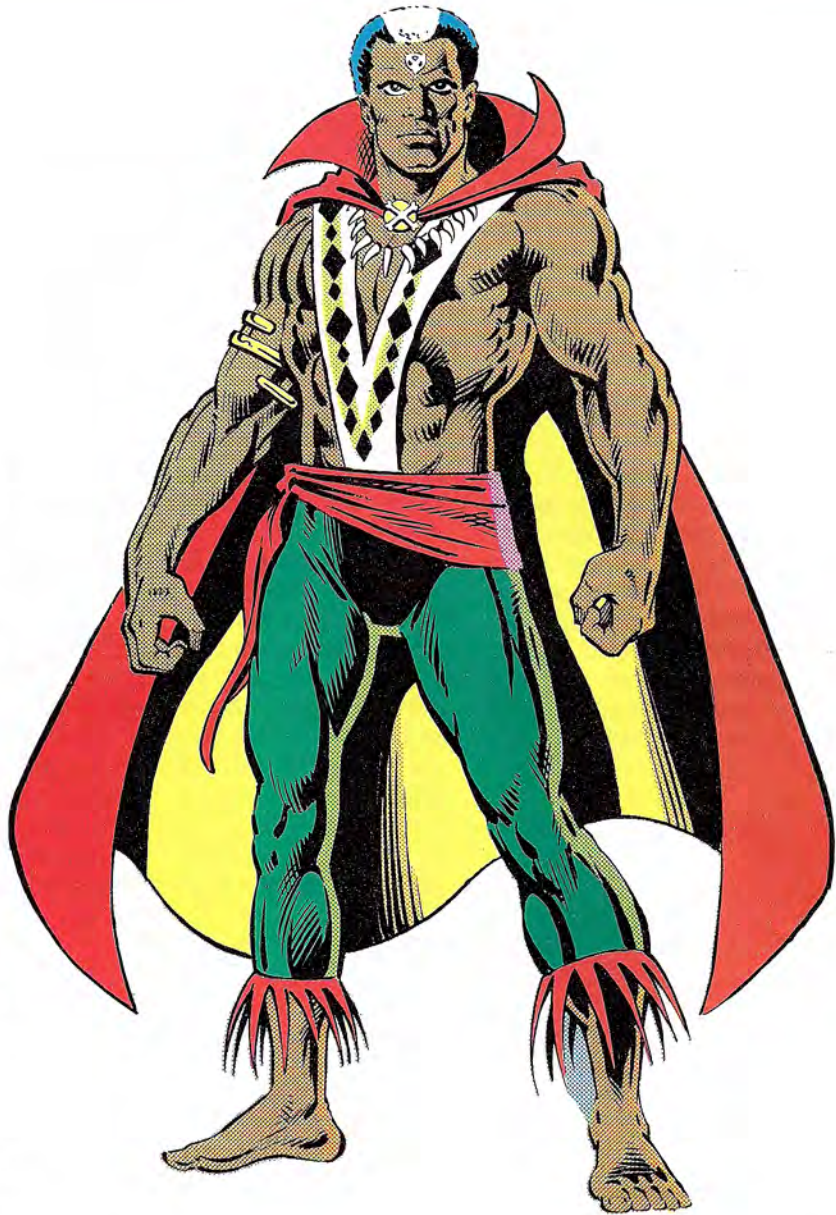
KNOWN POWERS

Magic: Brother Voodoo has a Master's level in the arts of Voodoo. He knows the following magicks:

Personal

Trance: Immunity to Fire

Summon Brother's Spirit: Brother Voodoo can summon the spirit of his brother, Daniel, from its resting place in his own body. By doing so, his Strength increases to Excellent, and his Health to 56. He can also send his brother's spirit form to inhabit other living people's bodies (treat as a full Mental Control of Monstrous ability. The host's body cannot already be inhabited by a foreign spirit. A person inhabited by Daniel's spirit can perform complex actions, at Brother Voodoo's behest. There is no known time limit to the possession; when it ceases, the host may suffer disorientation (make an Endurance FEAT roll). If so, he suffers a -1CS penalty to Fighting, Reason, and Psyche abilities for 1-10 rounds.



All other Personal spells he may use are of Excellent rank.

Universal

Mental Control — Limited: (Remarkable)

Mesmerism — All Animals: (Monstrous) Controls only one animal at a time.

Nature Control — Fire: (Incredible)

Vapors — Obscurity: Brother Voodoo's obscuring vapors, appearing in the form of smoke, are always accompanied by the sound of voodoo drums. The sound has a disorienting effect on others (Fighting, Reason, and Psyche abilities all suf-

fer a -1CS penalty in the area of this power).

Talents: Jericho Drumm is a professional psychologist, and has Incredible reason in matters of the human mind and mental states.

Contacts: Brother Voodoo has no major contacts, except for the spirit of his brother.

ADDITIONAL NOTES:

HISTORY

When Jericho Drumm returned to his native Haiti after twelve years of education and practice in America, he discovered that his brother Daniel, the local houngan, was dying, a victim of the magic of a bokor (voodoo sorcerer) who claimed to be possessed by the spirit of Damballah, the serpent-god. Just before he died, Daniel made his brother vow to visit Papa Jambo, the man who taught him the arts of the houngan. Jericho Drumm did so, and after studying under the aged houngan for several weeks, gained a greater mastery of voodoo practices than his own brother. To augment his might still further, Papa Jambo performed a rite that summoned Daniel Drumm's spirit back from the dead and joined it with Jericho's own. Having fashioned a worthy successor, Papa Jambo died. As Brother Voodoo, Jericho Drumm challenged Damballah and his cult and vanquished them. He then established himself as Haiti's houngan supreme and champion of the land.

ROLE-PLAYING NOTES

Brother Voodoo takes his job as Haiti's mystic guardian very seriously. Like other mystics, such as Doctor Strange, Drumm lives in two worlds, the rational world, as a psychologist, and the mystical world, as a houngan. Brother Voodoo will come to the aid of any hero needing help against the forces of voodoo.

STATISTICS

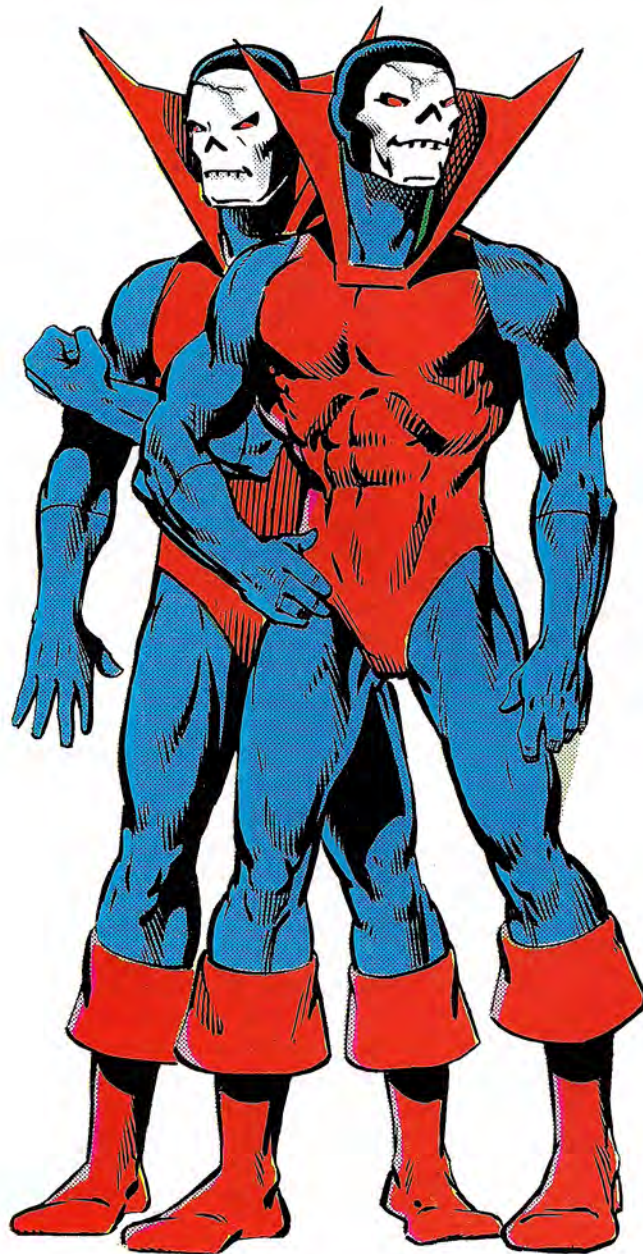
F TY (6)
A GD (10)
S TY (6)
E RM (30)
R GD (10)
I GD (10)
P EX (20)
Health: 52
Karma: 40
Resources: Excellent
Popularity: -5

BACKGROUND

Real Name: Percy and Barton Grimes
Occupation: Realtors
Identity: Known to American legal authorities
Legal Status: Citizens of the United States with criminal records
Other Known Aliases: None
Place of Birth: Fresno, California
Marital Status: Single
Known Relatives: None
Base of Operations: Los Angeles, California
Group Affiliation: Night Shift
Present Group Affiliation:

KNOWN POWERS

Battlesuits: The Brothers Grimm have battlesuits that allow them to create a number of (often deadly) articles, all of which are nursery rhyme and fairy tale related. These are attacks that they have used so far, although it is probable that the Brothers Grimm costume has not exhausted its "bag of tricks" yet.
Golden Threads: Remarkable Ensnaring missile (range: 3 areas)
Flying Star: Made out of Excellent material, this object can fly at Poor speed (4 areas/round)
Pies: These pies explode and release a murder (group) of crows, which fly around the hero. This hindrance causes a -2CS penalty on Agility FEATS.
Dummies: These two dummies are decoys. The character must make an Intuition FEAT roll to distinguish from the real thing.
Eggs: These eggs explode, releasing an Incredible corrosive (range 2 areas)
Beanstalk: Usable only within 2 areas from the ground, these beans



grow to create an Incredible ensnarement attack.

Stardust: Acts as an Incredible paralysis attack (1 area range)

These items do not appear to be permanent (golden eggs created by the suit quickly vanished). The suits appear to be compelling the Grimm brothers to use them in a criminal manner.

Talents: The Grimm brothers have Business skill.

Contacts: The Brothers Grimm belong to Night Shift, a seemingly criminal organization run by the Shroud, along with Werewolf by

Night, Gypsy Moth, Poltergeist, and others.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

The Brothers Grimm are a pair of slightly less than scrupulous businessmen who have been caught up in a situation that they cannot quite control. The Brothers Grimm are gimmick villains; the Judge should think of new and unusual Power Stunts based on nursery rhymes to keep the players off balance when he uses them.

HISTORY

The original Brothers Grimm were two life-sized mannikins garbed in death-headed costumes who were animated by magic. Doll collector Nathan Dolly (who had once battled Iron Man as Mister Doll) acquired two 12-inch wooden figures from a dollmaker on Wundagore Mountain, a peak in the Balkans of Central Europe where the Earthly essence of the demon Chthon was imprisoned. Chthon had infused the entire mountain and all that was on it with his mystical might. Thus the wood from which the dolls had been carved possessed magical potential. The dollmaker showed Dolly how he could animate the figures by projecting his life essence (astral form) into them. Nathan Dolly made the fatal error of trying to animate both dolls at once, and in succeeding to do so left his human body lifeless. His consciousness trapped in the twin figures, Dolly managed to mail himself to his wife Priscilla in America. There Dolly researched the occult until he discovered a way to transfer his life essence from the dolls into full-size mannikins. The mannikins, whom he named the Brothers Grimm, possessed certain powers of prestidigitation, such as the conjuring of lethal substances in the form of novelty items. Dolly used his two surrogate bodies to commit crimes and acts of mayhem. Eventually Dolly desired to

possess a real human body rather than exceedingly lifelike mannikins. With his wife's help, Nathan Dolly coerced the sorcerer Magnus into performing a magical rite of transference for him. However, at the last minute, Magnus prevented Dolly's spirit from taking possession of the human body he sought to inhabit and blocked his spirit's return to the mannikins. Consequently, Nathan Dolly's life essence had nowhere to go and presumably passed from the Earthly plane.

Months later, two brothers acquired the run-down theater where the magical ceremony had taken place. Discovering the full-sized mannikins of the Brothers Grimm, Percy and Barton Grimes felt compelled to try the costumes on. Doing so, they discovered they possessed the same powers of prestidigitation that the original Brothers Grimm mannikins had. They used these powers to take revenge on a business rival, and were opposed by Iron Man II. Percy and Barton Grimes were taken into police custody, and are currently out on bail. It is not yet known how they gained the power of the Brothers Grimm; whether Nathan Dolly's abilities were conferred upon the costumes at his demise, or whether his life essence in some way possesses the costumes.

Most recently, the Brothers Grimm have been seen in the company of the Shroud, as a part of his group, Night Shift.

STATISTICS

F TY (6)
A GD (10)
S GD (10) (RM 30)
E RM (30)
R TY (6)
I RM (30)
P IN (40)
Health: 56 (76)
Karma: 76
Resources: FB (2)
Popularity: 0

BACKGROUND

Real Name: Unrevealed

Occupation: Former locator of mutants for the Morlocks, former member of X-Factor, now agent of Apocalypse.

Legal Status: Unknown

Identity: Caliban's existence is unknown to the general public.

Place of Birth: Unrevealed, presumably in New York City area.

Marital Status: Single

Known Relatives: None

Base of Operations: New York City

Past Group Affiliations: Morlocks, X-Factor, servant of Apocalypse

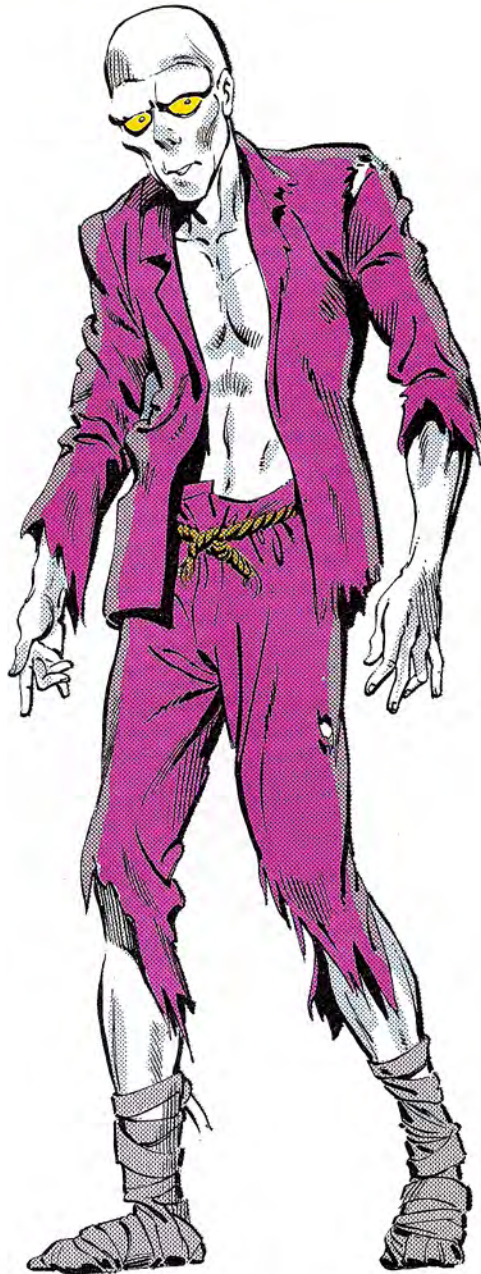
Present Group Affiliation:

KNOWN POWERS

Mutant Detection: Caliban can detect mutant energies at Amazing rank ability. He can only detect mutants whose powers have manifested themselves. He can locate a mutant within 25 miles and track him down.

Limited Strength: Caliban can increase his Strength and Health up to the values in parentheses when in danger due to a fear-induced surge of adrenalin. This surge will only last as long as he can make a green Endurance FEAT roll or until the stimulation goes away. He cannot do this more than once per hour.

Emotion Projection: Caliban has the ability to psionically project emotions into others. He is currently limited to the emotion of fear, however, since it is the emotion he most often has experienced in the past. When threatened, Caliban projects fear at a target with the effect that his target must make a successful Psyche FEAT roll or run away in terror. Caliban possesses this ability at Incredible rank.



Night Vision: After years of living in the Morlock tunnels underneath New York, Caliban has learned to see in the dark, taking no CS penalties for any darkness other than total.

Talents: None

Contacts: Although he attempted to kidnap Kitty Pryde and make her his bride, she is now on best terms with him and will come to his aid whenever he needs help. He is on good terms with the surviving members of the Morlocks. He has helped X-Factor in the past but their relations are currently strained.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Caliban is a sensitive soul who would prefer to live in the real world, but he knows that he frightens people. He often dressed in a long coat and floppy hat to conceal his identity while visiting the surface. He was dissatisfied with his own super powers and viewed himself as a liability to X-Factor.

HISTORY

Caliban was born with a freakish appearance, which caused his father to name him (or possibly only nickname him) after the grotesque being in William Shakespeare's *The Tempest*. At some point, Caliban was recruited by the mutant Callisto to use his power to find other mutants for her, whom she organized into the underground community known as the Morlocks. Caliban lived beneath the Manhattan streets with them, but felt lonely even among his fellow mutant outcasts.

One evening Caliban sensed the presence of mutants in a New York City nightclub. He entered only to find himself in conflict with the mutants Dazzler, Storm, and Ariel (now called Shadowcat), as well as the original Spider-Woman. The battle ended peacefully, with the four women allowing the pathetic Caliban, who only sought friendship, to return to his underground home.

Sometime later, the X-Men, the team of mutant avengers to which Shadowcat belonged, found itself in conflict with the Morlocks. Shadowcat, suffering from fever, was held

captive by Caliban, who had fallen in love with her. Intent on helping her teammates and escaping, Shadowcat promised to stay with Caliban forever if he would help the X-Men against his fellow Morlocks. Caliban agreed, and carried out his part of the bargain, but Shadowcat did not keep her promise. Weeks later the Morlocks kidnaped Shadowcat on orders from the vengeful Callisto, and attempted to force her to keep her word by marrying Caliban. Guilt-ridden, Shadowcat finally agreed to marry him, but Caliban, realizing that she did not truly wish to live with him, released her from her promise. Since then, Caliban and Shadowcat have been friends.

When the Morlocks were attacked by the Marauders, Caliban took refuge with X-Factor and soon showed an interest in becoming a member in his own humble way. He received some basic training in personal combat. Before he was able to serve in any real manner, Apocalypse attacked. When the other members of X-Factor were defeated, he seemingly betrayed them by placing himself in Apocalypse's service in return for the promise of more effective super powers.

STATISTICS

F GD (10)
A TY (6)
S GD (10)
E RM (30)
R TY (6)
I TY (6)
P GD (10)

Health: 54

Karma: 22

Resources: Poor

Popularity: 4

BACKGROUND

Real Name: Sam Guthrie

Occupation: Student, former coal miner

Identity: Secret

Legal Status: American citizen with no criminal record

Other Known Aliases: None

Place of Birth: Cumberland, Kentucky

Marital Status: Single

Known Relatives: Father (name unrevealed, deceased), Mother (name unrevealed), Josh, Jebediah (brothers), another brother and two sisters (name unrevealed)

Base of Operations: Professor Xavier's School for Gifted Youngsters, Salem Center, New York

Group Affiliations: New Mutants

Present Group Affiliation:

KNOWN POWERS

Flight: Sam's thermo-chemical powers allow him to turn into a human rocket giving him Excellent air speed. Turning is difficult for Sam, requiring an Agility FEAT roll. Sam's strength increases to Remarkable while flying and he can carry up to one ton. Sam may make an Amazing level charge attack and carry opponents with him on a Power FEAT roll. He can fly as far as a mile on one blast of power; if surprised by a sudden attack, he may involuntarily shut off his power, making him vulnerable the next round.

Force Field: When in flight, Sam generates a force field that provides him, and those he carries, with Monstrous protection against physical and energy attacks. If he drops anything while flying, it takes damage as if he struck it while charging. Sam can be affected by mental and magical



attacks while "blasting."

Talents: Guthrie has no real talents, except Mining skill.

Contacts: Sam has developed a crush on the mutant Firestar, but is presently involved romantically with the mutant rock star Lila Cheney. She can call on her help if necessary.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Sam is one of the nicest, most polite people that a person can meet. He is co-leader of the New Mutants, and works well with Dani. Sam has a strong sense of duty and tradition, as well as loyalty to his teammates. He is often frustrated by his inability to improve his flying skills.

HISTORY

Sam Guthrie is a mutant whose latent superhuman abilities first manifested themselves when he was trapped with co-workers in a coal mine. The stress of trying to save his partner and himself triggered his propulsive power and enabled them to escape. Donald Pierce, a renegade member of the Inner Circle of the Hellfire Club, located Guthrie and learned of his superhuman powers by means of a machine which the Hellfire Club has built by

adapting plans they had stolen for Professor Xavier's Cerebro device.

Pierce recruited Guthrie to be one of his operatives, and sent him into battle against Xavier and his newly organized group, the New Mutants. However, during the battle, he refused to obey Pierce's order to kill the New Mutants, and Pierce attempted to kill Guthrie in retaliation. Xavier, however, saved Guthrie's life by defeating Pierce. Realizing that Guthrie was not an evil person, Xavier invited him to join the New Mutants, and Cannonball has risen to become one of the New Mutants' leaders.

STATISTICS

F AM (50)
A IN (40)
S RM (30)
E RM (30)
R EX (20)
I EX (20)
P AM (50)

Health: 150

Karma: 90

Resources: Typical

Popularity: 100/6

BACKGROUND

Real Name: Steve Rogers

Occupation: Freelance artist, crimefighter

Identity: Secret

Legal Status: Citizen of United States with no criminal record

Other Known Aliases: Nomad, the Captain

Place of Birth: New York City

Marital Status: Single

Known Relatives: Joseph (father, deceased), Sarah (mother, deceased)

Base of Operations: Mobile

Group Affiliation: Former member of the Invaders, former partner to Bucky, the Falcon, Nomad, and Demolition Man, current reserve member of the East Coast Avengers

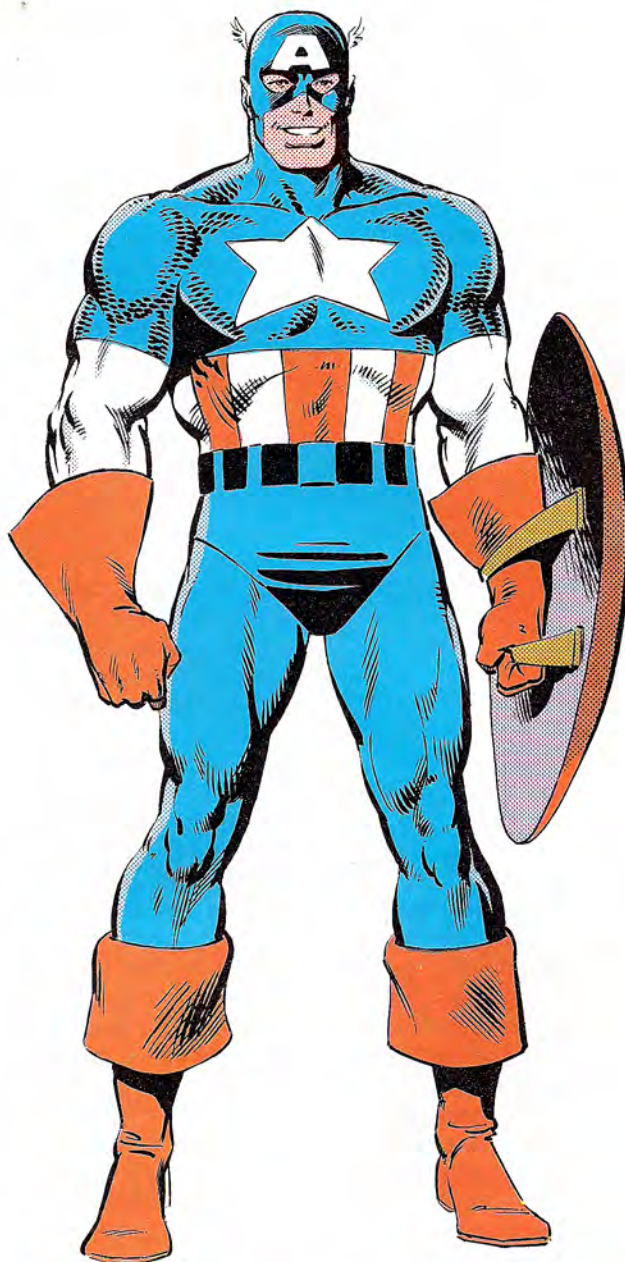
Present Group Affiliation:

KNOWN POWERS

The super soldier formula transformed the original Captain America into a perfect genetic specimen of homo sapiens. His powers are not superhuman; he relies on his perfectly honed skills, and equipment.

Shield: Cap's chief weapon is a replica of his original shield, which is made of steel and lined with adamantium by Stark Industries. It has Unearthly material strength. Captain America uses this weapon as a shield, though he is still subject to the effects of Stuns and Slams while using it. Captain America may throw the shield up to 3 areas away, inflicting Remarkable damage. One of Cap's established Power stunts is to bounce the shield off a number of hard surfaces and have it return the following round.

Armor: Captain America's chain mail vest provides Good protection against Edged attacks.



Motorcycle: Cap's motorcycle is a Harley-Davidson Custom Special, built by Jonathan Coulson and further modified by S.H.I.E.L.D. The vehicle has the following stats:

Control	Speed	Body	Protection
GD	RM	TY	None

Captain America wears protective headgear while on the road (reduces crash damage by -1CS).

Van: Cap's van is a custom-built van modified by the Wakandan Design Group. The van has the following stats:

Control	Speed	Body	Protection
GD	EX	RM	EX

The van contains first aid kits, a storage area for the motorcycle, fire fighting equipment, an on-board computer with cruise control, automobile information files, and a terminal which allows him to tap into a national computer network (possibly defunct). The van has changeable license plates and a crystal film paint job.

Talents: Cap is a Weapons Specialist with his shield, receiving a +2CS in FEATs using it. He is skilled in all

the martial arts available, as well as having leadership, artist, and military skills.

Contacts: Cap is one of the most important members of the Avengers. He has (although it is strained) a long-term relationship with the U.S. military, and is a friend of Nick Fury of SHIELD. Captain America is a good friend to most superheroes, including Spider-Man and the Fantastic Four.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Steve Rogers is a patriotic individual who believes in the best ideals of the United States and struggles to protect them. He is not blindly patriotic or willing to obey any government directive; Rogers strives to protect what he believes is the American dream: truth, liberty, and justice. Steve Rogers sometimes comes off as old-fashioned and a stuffed shirt (since his culture was chiefly that of the late 1930s and early 1940s America), although a relationship with Bernie Rosenthal has helped to bring Cap more in line with mainstream American society.

HISTORY

Steve Rogers was born during the Depression and grew up a frail youth in a poor family. His father died when he was a child, his mother when he was in his late teens. Horrified by newsreel footage of the Nazis in Europe, Rogers was inspired to enlist in the army. However, because of his frailty and sickness, he was

rejected. Overhearing the boy's earnest plea to be accepted, General Chester Phillips of the U.S. Army offered Rogers the opportunity to take part in a special experiment called Operation: Rebirth. Rogers agreed and was taken to a secret laboratory in Washington, D.C., where he was introduced to Dr. Abraham Erskine (code named: Prof. Reinstein), the creator of the Super-Soldier formula.

After weeks of tests, Rogers was at last administered the Super-Soldier serum. Given part of the compound intravenously and another part orally, Rogers was then bombarded by "vita-rays," a special combination of exotic (in 1941) wavelengths of radiation designed to accelerate and stabilize the serum's effect on his body. Steve Rogers emerged from the vita-ray chamber with a body as perfect as a body can be and still be human. A Nazi spy who observed the experiment murdered Dr. Erskine only minutes after its conclusion. Erskine died without fully committing the Super-Soldier formula to paper, leaving Steve Rogers the sole beneficiary of his genius.

Rogers was then put through an intensive physical and tactical training program, teaching him gymnastics, hand to hand combat, and military strategy. Three months later, he was given his first assignment, to stop the Nazi agent called the Red Skull. To help him become a symbolic counterpoint to Red Skull, Rogers was given the red, white and blue costume of Captain America.

All during the war, he served as both a symbol of freedom and America's most effective special operative. Then, during the final days of the war, he was trying to stop a bomb-loaded drone-plane launched by Nazi technician Baron Heinrich Zemo when the plane exploded, killing his partner Bucky, and throwing him unhurt into the icy Arctic waters. The Super-Soldier formula prevented crystallization of Captain America's bodily fluids, allowing him to enter a state of suspended animation. Decades later, he was rescued by the newly-formed Avengers and became a cornerstone of the team.

His might undiminished, Captain America remains a symbol of liberty and justice.

Recently, a United States government commission gave Rogers an ultimatum; serve them exclusively, or step down as Captain America. Rogers, feeling that working only for the government would obstruct his mission, resigned, and gave the commission his shield and uniform. The government slapped Rogers with a court injunction forbidding him from using the name "Captain America" and wearing a costume that was red, white, and blue. Rogers adopted a red, white, and black costume of a similar style to his original uniform, and has been known as "the Captain." It is likely, though, that Rogers will eventually regain his true identity.

CAPTAIN AMERICA'S HOTLINE

Captain America's Hotline is a nationwide telephone service enabling American citizens to directly contact Captain America with information pertaining to national security or crises beyond the scope of conventional authorities. Captain America established the tollfree hotline using funds he obtained from the U.S. government as his back pay since World War II. The Hotline is head-quartered in a nondescript building in Brooklyn Heights, New York, and is fully computer-automated so it requires no personnel. Incoming calls are recorded, transferred to printed text, and transmitted by computer to Captain America's portable briefcase terminal. All messages are simultaneously sent to the Stars and Stripes, an independent nationwide network of computer enthusiasts who have volunteered to assist Captain America in his data-processing. The volunteers scan all messages and correlate them as to duplication, urgency, and location. The information extracted is then forwarded by computer through telephone lines to Captain America. As Captain America roves the country, he has constant access to information regarding his mission to serve the nation.

CAPTAIN AMERICA'S MOTORCYCLE

Captain America rides a Harley-Davidson custom special motorcycle, custom built for him by young motorcycle mechanic Jonathan Coulson of Queens, New York. Coulson modified the bike for the Captain in repayment for the Avenger's help in reconciling the youth with his father. Captain America then took it to SHIELD, where it was further modified. While living in Brooklyn Heights, Captain America stored the motorcycle in a service garage operated by Richard Dumbrowski. Captain America now keeps his motorcycle in his van and takes it wherever he travels (see Captain America's Van).

Data: Captain America's Motorcycle

Make and Model: Harley-Davidson Custom Special

Engine: 700 cc HV V-twin-in-line 4 stroke engine

Curb Weight: Full tank: 480 lbs.

Seat Height: 32 inches

Cruising Range: 340 miles

Performance:

Standing start 1/4 mile: 11.5 sec. @ 122 miles per hour

Engine RPM at 60 mph top gear: 3850

CAPTAIN AMERICA'S VAN

Captain America travels in a custom-built Chevrolet van whose nondescript outward appearance allows him to travel incognito. The van was outfitted by the Wakanda Design Group, the same company who services the Avengers' Quinjets and automobiles. The van's interior contains a mount for Captain America's motorcycle and a built-in cot for sleeping.

Built into the engine housing is a computer interface cradle designed to work in conjunction with Captain America's briefcase modem-computer system to enable him to receive messages from his hotline service (see Captain America's Hotline).

Data: Captain America's Van

Curb Weight: 5,900 lbs.

Engine: Chevrolet turbo-charged electronically fuel-injected V-8 290 cubic inch 210 horse power

Overall Length: 162"

Wheel Base: 82"

Steering Radius: 80 degree turn: 66"

Range at 6,300 lbs.: (140 gallons @ 30 miles per gallon at 55 miles per hour): 4,200 miles

Performance:

0 - 40 mph Acceleration: 4.2 sec.

0 - 60 mph Acceleration: 7.5 sec.

0 - 100 mph Acceleration: 11.5 sec.

Special Features: Alternating license plates. Multilayered skin includes epitaxial tomographically aligned crystal film that allows vehicle to change color.

CAPTAIN AMERICA (Super Patriot)

STATISTICS

F	RM (30)
A	RM (30)
S	AM (50)
E	AM (50)
R	TY (6)
I	TY (6)
P	GD (10)

Health: 160

Karma: 22

Resources: Typical

Popularity: 50

BACKGROUND

Real Name: John Walker

Occupation: United States Government Agent

Identity: Secret

Legal Status: Citizen of the United States with no criminal record

Other Known Aliases: Super Patriot

Place of Birth: Custer's Grove, Georgia

Marital Status: Single

Known Relatives: Mike (brother, deceased)

Base of Operations: Washington, D.C.

Group Affiliation: Former partner of the Buckies, current partner of Battestar

Present Group Affiliation:

KNOWN POWERS

Shield: Captain America's original shield is made from an adamantium/vibranium alloy that was accidentally created by American metallurgist Myron MacLain in World War II. This is a Class 3000 material, immune to harm from any force save magic and psionics. Walker can throw the shield up to six areas, and do Remarkable damage. Walker has been taught to duplicate Rogers' abilities with the shield by the Taskmaster, although it is unlikely that he is as proficient.

Body Armor: The Power Broker's enhancement process gave Walker Excellent body armor against physical and energy attacks.

Laser Sword: As Super Patriot, Walker used a laser sword which did Remarkable energy damage. He has not used this as Captain America.

Throwing Stars: Walker used five-pointed throwing stars which did Excellent damage. He has not used these as Captain America.

Talents: Walker has Martial Arts A,B,C,E, and Military and Leadership skill.

Contacts: Walker has connections with the United States government, with friends in the United States army, and possibly with the Unlimited Class Wrestling Federation.

ROLE-PLAYING NOTES

John Walker is a genuinely patriotic individual, who is in the process of learning how to become a responsible superhero. While Walker can be obnoxious and arrogant, he does take the responsibilities of his job very seriously. Walker is absolutely loyal to the United States government, and will do nearly anything that they ask. His Captain America remains a Super Patriot.

HISTORY

John Walker's older brother died while serving in Vietnam, an event which profoundly changed the young Walker's life. He was determined to become as much of a hero as his brother had been. He enlisted in the US army, and served well,

when he learned of an organization, the Power Brokers, who turn men into supermen. Walker leapt at the opportunity, and was successfully transformed, along with two ex-army buddies.

Instead of joining the Unlimited Class Wrestling Federation, Walker was approached by a man named Ethan Thurm, who had an idea about turning Walker into a hero. Walker and his friends jumped at the chance, and the Super Patriot was born.

The Super Patriot was carefully crafted to become the new patriotic hero for America, replacing Captain America. Walker spoke out publicly against Captain America, declaring him obsolete. The Buckies attempted to commit crimes in the name of Captain America, but were foiled. Despite this, Super Patriot's popularity continued to climb.

Steve Rogers was then forced to resign as Captain America. At the same time, Super Patriot saved the Washington monument from a terrorist named Warhead. The United States Commission on Superhuman Affairs chose Walker as Steve Rogers' replacement as Captain America.

Walker tried to get his old friends, the Buckies, and his manager, Ethan Thurm, on the government payroll as his assistants. Thurm and two of the Buckies failed security checks, and Walker was forced to turn his back on them.

Since then, Walker has performed a number of missions for the United

States government, including a battle against Professor Power that resulted in the death of Power. At present, Walker remains Captain America.

OTHER CAPTAIN AMERICAS

CAPTAIN AMERICA II (William Naslund)

F A S E R I P
EX EX GD EX TY GD TY
Health: 70
Karma: 22

Cape: As the Spirit of '76, Naslund wore a cape that provided Typical protection against physical attacks from behind. He could draw the cape around him to protect his front as well. He did not have this cape as Captain America.

History: The Spirit of '76 was a member of the British Crusaders and the Liberty Legion during World War II. He fought against the Nazis, and replaced Steve Rogers as Captain America after his disappearance. He died shortly after the war, at the hands of the construct Adam II.

CAPTAIN AMERICA III (Jeffery Mace)

F A S E R I P
RM GD TY EX GD GD TY
Health: 66
Karma: 26

Talents: Patriot was a skilled journalist and knew Martial Arts A, B

History: The Patriot left his career at the Daily Bugle at the start of World War II to fight Nazi espionage as a costumed hero. He joined the Liberty Legion as one of its founding members. He replaced Naslund as Captain America, and fought crime until he retired in 1950. He died recently of cancer, and Steve Rogers was at his deathbed.

CAPTAIN AMERICA IV (Name Unknown)

F A S E R I P
RM RM EX RM TY GD PR
Health: 110
Karma: 20

Talents: Captain America IV was skilled at Martial Arts A, E.

History: A hero worshipper, whose name has remained unknown, learned that Steve Rogers was Captain America. This man changed his features to resemble Steve Rogers, and re-created the Super Soldier Serum, turning himself into a new Captain America. However, his version of the serum eventually turned him insane, and he committed suicide.

STATISTICS

F IN (40)
A RE (30)
S IN (40)
E AM (50)
R GD (10)
I IN (40)
P EX (20)

Health: 160

Karma: 70

Resources: EX (20)

Popularity: 100

BACKGROUND

Real Name: Brian Braddock

Occupation: Physicist, Adventurer

Legal Status: British citizen

Identity: Secret

Place of Birth: Malden, England

Marital Status: Single

Known Relatives: Betsy Braddock
a.k.a. Psylocke (sister)

Base of Operations: Mobile

Past Group Affiliations: X-Men,
Excalibur

Present Group Affiliation:

KNOWN POWERS

Powers:

Note: All his powers are derived from his magical costume.

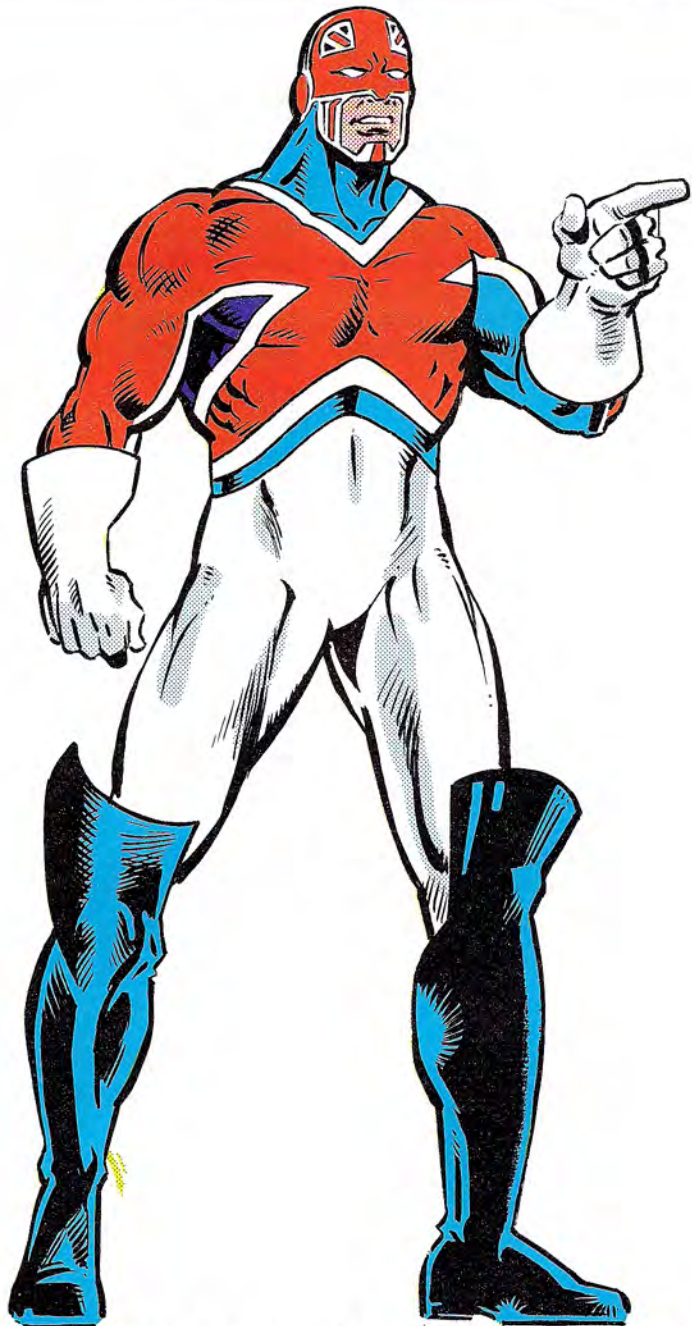
Force Field Generation: Excellent rank

True Flight: Shift-X speed

Talents: He is knowledgeable in physics and British folklore.

Contacts: X-Men, New Mutants, Merlin, Excalibur

ADDITIONAL NOTES:



would like to be able to live a normal life but his sense of duty obligates him to remain a hero.

Merlin the Magician and the Goddess of the Northern Skies appeared to him and bade him to choose one of the mystic objects before him: the amulet of right or the sword of might. Braddock chose the amulet of right and was instantly bombarded with mystical energy that endowed him with superhuman strength and stamina. The patron spirits decreed that he shall be Britain's champion and garbed him in a symbolic costume and gave him a mystic star-sceptre to enhance his fighting ability.

Captain Britain battled various criminals and superhuman menaces for a

HISTORY

Brian Braddock was employed as a student research assistant at the Darkmoor Research Centre when the criminal Reaver attacked the base with the intent to steal its secrets. In his attempt to escape, Braddock ran his motorcycle off a cliff and lay near death. In a vision,

ROLE PLAYING NOTES

Captain Britain is a stalwart champion of Britain. The only thing more important is his sister Betsy. He

time, then mysteriously dropped out of sight. He was found some time later by the Black Knight, a victim of amnesia. Captain Britain accompanied the Black Knight, who had just returned from the Crusades on a quest to save Camelot. This adventure took them to various alternate dimensions. While away, Captain Britain and his elfin companion Jackdaw were sent by Merlin back to Earth. En route, Merlin

transformed Captain Britain's amulet and star-sceptre into a lattice of mystical "micro-circuitry" duplicating all the properties of his old weaponry. Eventually arriving on Earth, Captain Britain became engaged in combatting the machinations of an extradimensional madman, during the course of which Jackdaw was killed. Captain Britain emerged victorious, saving the world in the process, and is currently

England's foremost champion.

Following his sister's return to Earth, Captain Britain came to stay with the X-Men for a while in order to be near her. When he thought Betsy had died along with the X-Men, he returned to Britain and formed Excalibur. He is currently in love with Meggan, an elven woman who is his companion and fellow adventurer.

STATISTICS

F RM (30)
A RM (30)
S IN (40)
E RM (30)
R GD (10)
I AM (50)
P RM (30)

Health: 130

Karma: 90

Resources: PR (4)

Popularity: 55

BACKGROUND

Real Name: Mar-Vell

Occupation: Kree Captain, Adventurer

Legal Status: Kree exile

Identity: Publicly Known

Place of Birth: Rad-Nam, Kree-Lar, Kree Galaxy

Marital Status: Single

Known Relatives: None

Base of Operations: Mobile

Talents: Espionage, Astro-Navigation.

Contacts: Avengers, Eternals of Titan

Past Group Affiliations: Kree army, Avengers

Present Group Affiliation:

ROLE PLAYING NOTES

Captain Mar-Vell is a man without a long-range goal for his life. He is a wanderer who does not make friends easily and rarely stays in one place for a long period of time. He is, however, fiercely supportive of anyone who he feels needs his help.

KNOWN SUPERPOWERS

Kree Physiology: Originally, Captain Mar-Vell had no superhuman powers. However, the Kree have evolved with greater strength than Earth humans in order to combat the heavier gravity of their home worlds. **Plasma Generation:** Dr. Benjamin Savannah's radiation treatment altered Mar-Vell's genetic structure so that he could absorb solar energy and channel it into various uses. In addition to bestowing upon him even greater physical strength (he could now lift 15 tons with the nega-bands on) and allowing him to fly even without the nega-bands on, it enabled him to unleash 'Solar Bolts' of

Remarkable intensity.

Cosmic Awareness: The exact nature and scope of the 'cosmic awareness' granted to Mar-Vell by Eon has never been clearly defined. Apparently, it enabled him to sense the presence of beings and objects in the universe that were somehow of importance to him for whatever reason. It was of Monstrous power, and may have been somewhat comparable to Spider-Man's spider-sense or to Mantis's awareness of psychic 'vibrations,' but its scope was far greater than either of those

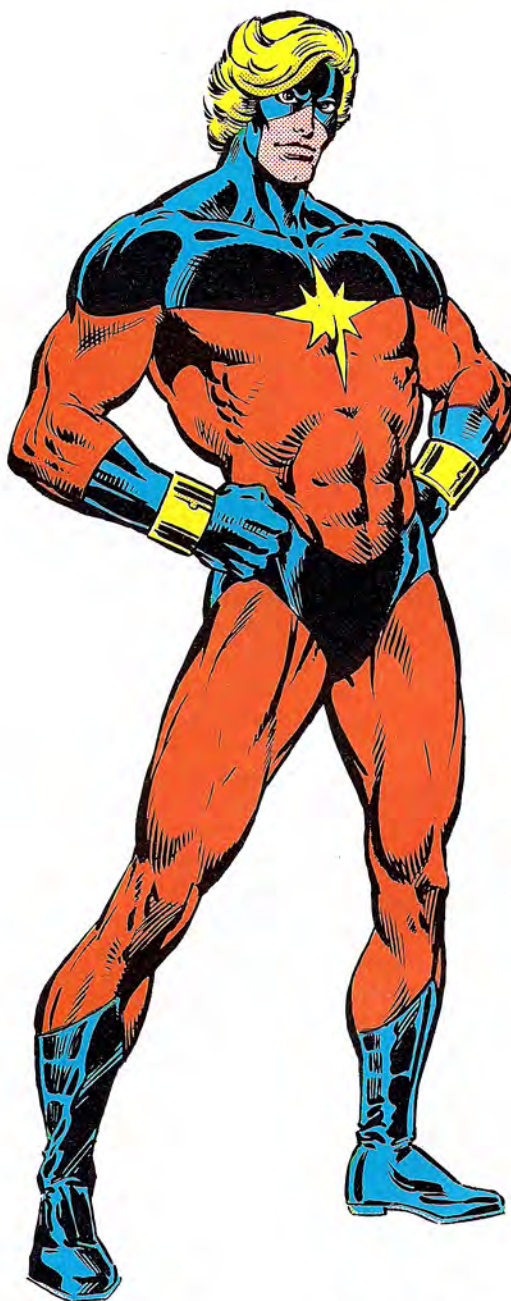
powers (see Mantis, Spider-Man).

EQUIPMENT

Nega-bands: The Kree nega-bands captured Mar-Vell's psionic energy and channeled it into many other uses. The first amongst these was physical strength. With the nega-bands on he could lift 10 tons.

True Invulnerability: While wearing the nega-bands, Mar-Vell had a Remarkable degree of imperviousness to harm.

True Flight: In addition, the nega-bands gave Mar-Vell the power to fly



at Remarkable speeds in an atmosphere or at Class 1000 speeds when in space.

Alter-Ego: For a time, the nega-bands allowed Mar-Vell and Rick Jones to share a single existence.

Self-Sustenance: Lastly, the nega-bands also endowed Mar-Vell with the Unearthly ability to exist unprotected in outer space.

ADDITIONAL NOTES:

HISTORY

Captain Mar-Vell was a member of the Kree, the alien humanoid race which has built an empire throughout the galaxy known as the Greater Magellanic Cloud. More specifically, he was one of the so-called 'White Kree,' a Kree race which has the same color skin as Caucasian humans on Earth. This is the result of the interbreeding of many of the original Blue Kree race with humanoids of other worlds. The White Kree now far outnumber the Blue Kree, who, however, still dominate positions of wealth and governmental power in the Kree Empire.

Now, the Supreme Intelligence realized, superhumans such as the Fantastic Four were evolving on Earth spontaneously, and human beings had the potential of evolving even nearly limitless psionic powers.

The Supreme Intelligence formed a complicated plan. It would take an Earth human being and rearrange his genetic structure so as to awaken in him the vast psionic power that Earth human beings could eventually evolve. Because the Supreme Intelligence could not absorb an

Earth human being's mind into itself directly, it would cause this human being's mind to become linked with that of a White Kree, since White Kree are biologically more similar to Earth human beings than Blue Kree are.

The Supreme Intelligence searched for the White Kree who would best fit these many requirements, and found him in Captain Mar-Vell, who was, despite his youth, an acclaimed hero in the Empire for his victories in battle with the Skrulls and others.

After arriving on Earth, Mar-Vell witnessed the death of Dr. Walter Lawson, a scientist on his way to a new assignment at Cape Canaveral, Florida, in an auto accident. Coincidentally, Lawson bore an astonishing resemblance to Mar-Vell. Thus, the latter decided to pose as him to better study Earth humans' progress towards the development of space travel. As Lawson, Mar-Vell met Cape security chief Carol Danvers. Meanwhile, Kree Sentry #459, which the Fantastic Four had defeated, had been brought to the Cape for study, and Yon-Rogg, hoping that it would destroy Mar-Vell, re-activated it from his starship. Mar-Vell publicly appeared in his Kree helmet and uniform to battle the Sentry, and succeeded in defeating it. Onlookers, hearing the Sentry call him by name, believed him to be a new Earth-born superhuman adventurer named "Captain Marvel" and acclaimed him as a hero.

Next the Supreme Intelligence secretly enabled Mar-Vell to make telepathic contact with Rick Jones, a youth who had previously been a companion to the Hulk, Captain America, and the original Avengers. Mar-Vell's image lured Jones to a hidden and abandoned Kree base on Earth, where he had Jones put a pair of "nega-bands" around his wrists, and then to slam them together. The result was that Mar-Vell and Jones traded places: Mar-Vell was now on Earth, and Jones, surrounded by a protective aura that allowed him to survive, was in the Negative Zone. As long as they wore the bands, Mar-Vell and Jones were in total telepathic contact; thus, the

Supreme Intelligence had created the psychic link between an Earth human being and White Kree that he desired.

The nega-bands remained on Earth on the wrists of whichever of the two (Mar-Vell or Jones) was on Earth at the time. Hence, Mar-Vell could return to the Negative Zone by slamming the bands together, thereby returning Jones to Earth. Mar-Vell could only remain on Earth for brief periods of time; if he stayed a total of three hours, he and Jones would switch places automatically. Thus, it was Jones who spent most of the time on Earth, but he was willing, usually, to trade places with Mar-Vell at intervals.

Next Mar-Vell battled Nitro, who had stolen a powerful nerve gas. A leak developed in a canister of the gas, but Mar-Vell used his great strength to seal it. The gas caused Mar-Vell to collapse, but he seemed to recover fully afterwards. However, the gas was also carcinogenic, as he would learn later.

As time passed, Mar-Vell and Jones found that they could both exist in the Earth Dimension simultaneously by concentrating on the nega-bands. However, to maximize Mar-Vell's power when necessary, they would still merge. After Mar-Vell passed too closely to a black hole, Jones was again trapped in the Negative Zone. Mar-Vell later released him during a battle with the Super-Adaptoid. Mar-Vell and Jones had various other adventures, and finally, in confrontations with the Supreme Intelligence, learned its true plans for them, which Mar-Vell succeeded in thwarting.

Finally, however, the cancer that the gas had given Mar-Vell took its toll. Mar-Vell spent his last days on Titan where he died, surrounded by his lover Elysia of Titan, Jones, the Avengers, and various other friends.

STATISTICS

F GD (10)
A EX (20)
S GD (10)
E RM (30)
R TY (6)
I GD (10)
P TY (6)

Health: 70

Karma: 22

Resources: EX (20)

Popularity: 20

BACKGROUND

Real Name: Monica Rambeau

Occupation: Adventure

Legal Status: U.S. Citizen

Identity: Secret

Place of Birth: New Orleans, Louisiana

Marital Status: Single

Known Relatives: Frank, Maria (parents)

Base of Operations: New Orleans, Avengers' Mansion

Past Group Affiliations: East Coast Avengers

Present Group Affiliation:

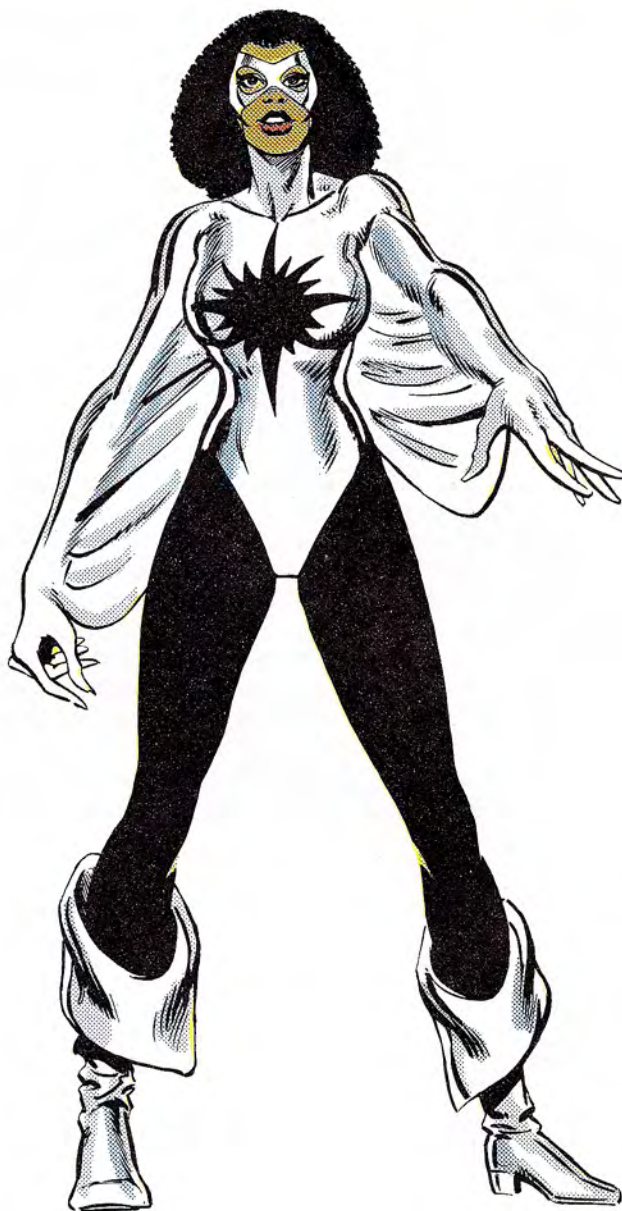
KNOWN POWERS

Energy Body: physical transformation into a coherent energy field of any type of energy. This energy possesses Unearthly intensity.

Invulnerability (Physical Attack): While in her energized state, she has CL1000 resistance to physical attacks.

Talents: She has a background in Law Enforcement.

Contacts: New Orleans Harbor Patrol, physicist Andre LeClaire



ADDITIONAL NOTES:

ROLE PLAYING NOTES

Captain Marvel is still new enough to the superheroic life that she gets a thrill out of her powers. Her background makes her a strong champion of law and order. She has a special fondness for LeClaire.

HISTORY

Monica Rambeau was a lieutenant in the New Orleans harbor patrol when a friend of her grandfather, physicist Andre LeClare, came to her for help. LeClare had discovered a means to draw energy from another dimension, while working under the auspices of South American dictator Ernesto Ramirez. Learning that Generalissimo Ramirez intended to use his discovery to make a weapon, LeClare journeyed to the United States to enlist Rambeau's aid. Rambeau agreed to investigate his claim and accompanied LeClare to an oil rig where the dictator had assembled his energy disruptor weapon. While attempting to destroy the weapon, Rambeau was bombarded by its extradimensional energies and converted into living energy. Materializing in physical form back in New Orleans, Rambeau contacted the navy, then put togeth-

er an identity-concealing costume out of Mardi Gras outfits. Instinctively reassuming her energy-state, she flew back to the oil rig to witness LeClare being shot by the scientist who designed the disruptor and to discover that the damaged weapon had created a growing interdimensional breach. Rambeau was sucked into the breach where she managed to seal the hole with her body's own energies. She then saved LeClare from a second bullet and overpowered the gunman, leaving him to the authorities. Days later, the convalescing LeClare visited Rambeau and presented her with a costume based on the one she had worn, but composed of unstable molecules. LeClare explained to the woman the theoretical extent of her new powers and suggested that she use them for the public good. He showed her a newspaper account of her first exploit wherein she was dubbed "Captain Marvel."

Rambeau decided the professor's suggestion had merit, and resigned

from the harbor patrol so she could devote more time to it. Soon discovering that the extra energy she had absorbed from the interdimensional breach was building up uncontrollably, Rambeau traveled to New York City to enlist the aid of Reed Richards of the Fantastic Four. When she found Richards was not home, she went to the Avengers where Iron Man, with the aid of the passing Spider-Man, managed to siphon off the excess energy. As Captain Marvel, Rambeau accepted the Wasp's offer to become an Avenger-in-training. In a short time, Captain Marvel was awarded full membership in the Avengers, and she has been active ever since.

Recently Captain Marvel revealed to her parents her secret identity. She was also abducted to the Skrull Galaxy by a band of space pirates led by Nebula. After spending several weeks in outer space, she found that she had lost a noticeable amount of weight by the time she returned to Earth.

STATISTICS

F IN (30)
A IN (30)
S IN (30)
E IN (30)
R TY (6)
I TY (6)
P TY (6)

Health: 120

Karma: 18

Resources: TY (6)

Popularity: 5

BACKGROUND

Real Name: Unrevealed

Occupation: Plumber and Adventurer

Legal Status: U.S. citizen

Identity: Extremely secret

Place of Birth: Unknown

Marital Status: Also unknown

Known Relatives: Even more unknown

Base of Operations: Chicago, Illinois

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS

Penetration Vision: Feeble rank

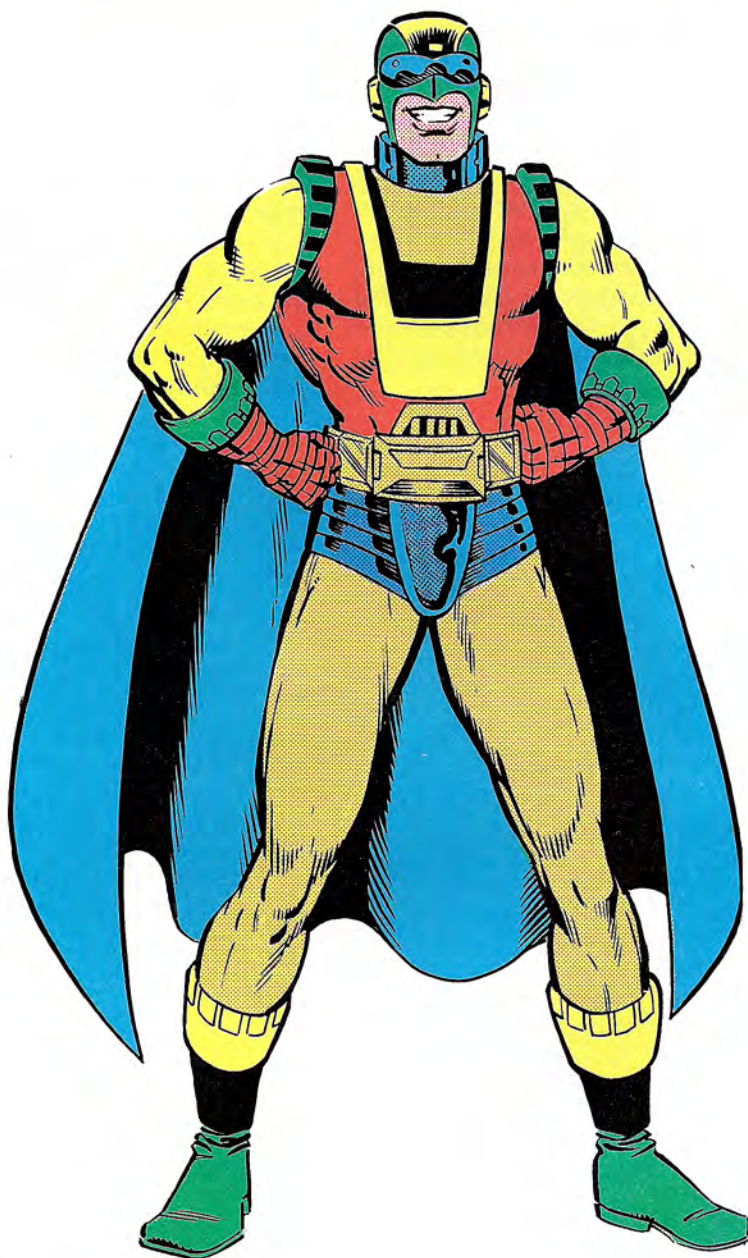
True Flight: Good airspeed

Weakness: He faints at the presence of even a matchflame.

Talents: How good a plumber he is is anyone's guess.

Contacts: No one will have him.

ADDITIONAL NOTES:



ROLE PLAYING NOTES

Captain Ultra believes that he is the ultimate stereotypical comic book superhero. He loves his gaudy costume. He talks in a comic opera voice (think of a certain cartoon mounty). He will gladly expound on how wonderful his powers are. He is secretive about his past and will dismiss inquiries by making cryptic comments about protecting his loved ones.

HISTORY

Very little is known about the background of Captain Ultra. He was first glimpsed in the New York area when he answered a newspaper advertisement placed by the Wizard to recruit a fourth member for the Frightful Four. Although the Wizard deemed Ultra's superhuman powers a worthy

addition to the team, he soon rejected the applicant for fainting in the presence of a lit match. Captain Ultra was next seen at the mass meeting for "super heroes" at the Richmond Riding Academy on Long Island prompted by an unauthorized television program revealing the existence of the Defenders. Among the twenty costumed crimefighters who investigated the spurious open invitation, Ultra accompanied a small band of them into New York

City to stop a crime spree. Like the rest of the ersatz Defenders, Captain Ultra became disenchanted with the team and never petitioned the core members of the Defenders for acceptance into their ranks. Captain Ultra was most recently seen in Chicago, where in his civilian identity he relocated, when he stumbled into the thunder god Thor during the Asgardian's brief residency there. Captain Ultra's current activities are unknown.

STATISTICS

F varies
A varies
S varies
E varies
R varies
I varies
P varies

Health: varies

Karma: varies

Resources: not applicable

Popularity: 20

BACKGROUND

Real Name: not applicable

Occupation: not applicable

Legal Status: not applicable

Identity: Secret

Place of Birth: The Microverse

Marital Status: varies

Known Relatives: The Time Travelers (creators)

Base of Operations: Mobile

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS

Power Creation: Shift-Z rank

Alter Ego: Each person is instantly transformed into a cross between the basic Captain Universe shape and his or her normal appearance.

Elemental Conversion: Unearthly rank

Healing: Unearthly rank

Hyper-Strength: The original strength is increased fifty-fold.

Hypnotism: Remarkable rank

Molding: Unearthly rank

Molecular Conversion: Unearthly rank

Kinetic Bolt: Unearthly rank

Penetration Vision: Unearthly rank

Plasma Generation: Unearthly rank

Regeneration: Unearthly rank

Telescopic Vision: Unearthly rank

True Flight: Remarkable speed

True Sight: Unearthly rank



ADDITIONAL NOTES:

ROLE PLAYING NOTES

Captain Universe is the proverbial cavalry. He appears to a non-superhuman who is undergoing some sort of crisis. Such crises are always of the sorts that could be solved by a sudden massive influx of power. The Captain Universe persona becomes a magnification of the affected person's own personality. These powers almost never reappear to the same person.

HISTORY

Captain Universe is the generic name for the recipient of the Uni-Power, a special kind of energy that endows an individual with a host of superhuman powers. The Uni-Power is a manifestation of the Enigma Force, an extradimensional energy originating in the subatomic realm called the Microverse, wielded by the ethereal Time Travelers. The Uni-Power appears to be a floating globule of luminescent energy that appears seemingly from out of nowhere to engulf an individual, conferring upon him or her the costume, powers, and knowledge of Captain Universe. The Uni-Power only manifests itself at a time of crisis—be it personal or worldwide—and withdraws when the crisis has abated. How it chooses the individual who gets full possession of the Uni-Power to solve his or her crisis is not yet known. The Uni-Power does not remain unmanifested for very long. It transfers from one person to another across the face of the world with no

perceptible time lapse between. At all times somewhere on Earth there is a Captain Universe (once, a pair of twins were Captain Universe simultaneously).

The Uni-Power can be manipulated by each Captain Universe in a variety of ways, dependent upon each recipient's imagination and strength. The Uni-Power amplifies strength about 50 times. Thus, if a person can normally lift (press) 150 pounds, he or she would now be able to lift approximately 7,500 pounds. Each Captain Universe is also granted the ability to fly by harnessing the Uni-Power's energy to generate anti-gravitons. The Uni-Power also grants the ability to manipulate the molecular structure of objects, changing one shape into another, or even transmuting the elements of an object from one substance to another. This power of molecular manipulation extends to both organic and inorganic matter. Thus the Uni-Power can be used to heal wounds by rearranging the molecules of flesh, tissues, or organs, or it can be used to alter the physical characteristics of a person (enlarging the hands or changing the fea-

tures). The Uni-Power can also be wielded like an energy-beam, generating a luminous burst of energy with a concussive force determined to an extent by the user's ability. The Uni-Power also grants each Captain Universe Uni-Vision which enables the user to see the molecular structure of an object, to see through walls, or to see long distances away. The Uni-Vision is emitted by Captain Universe's eyes and produces a visible beam of energy. This energy has certain hypnotic side-effects: a skillful wielder of the Uni-Vision can use it to hypnotize people into telling the truth.

So far, the identities and exploits of but a handful of Captain Universes have been disclosed. The first was ex-astronaut Ray Coffin, who used the Uni-Power to battle Baron Karza in the Microverse. The others were Ray's son, Steve, the twins Clare and Ann Dodgson, Monty Walsh, Bruce Banner, and Doctor Strange.

Since the apparent destruction of the Time Travelers, Captain Universe has not reappeared. Whether the power has been destroyed or has simply moved on to another world is unknown at this time.

STATISTICS

F EX (20)
A GD (10)
S GD (10)
E IN (40)
R EX (20)
I GD (10)
P GD (10)

Health: 80

Karma: 40

Resources: RM (30)

Popularity: -5

BACKGROUND

Real Name: Thomas Samuel Eamon Cassidy

Occupation: Supercriminal

Legal Status: Irish citizen with international criminal record

Identity: Publicly known

Place of Birth: Dublin, Ireland

Marital Status: Single

Known Relatives: Sean (a.k.a. Banshee, cousin), Theresa Rourke (a.k.a. Silyn, cousin)

Base of Operations: Mobile in Ireland

Past Group Affiliations: Ally of Juggernaut

Present Group Affiliation:

KNOWN POWERS

Heat Emission: Remarkable Intensity bolts (Amazing Intensity if focused through a shillelagh).

Kinetic Bolt: Remarkable damage (Amazing damage if focused through a shillelagh).

Invulnerability (Sonics): Unearthly rank

Karma Increase: Because he and Juggernaut work so well together, their Karma Pool increases by 100.

Talents: Bilingual in English and Irish.

Contacts: Juggernaut



ADDITIONAL NOTES:

ROLE PLAYING NOTES

Black Tom is reasonably pleasant for a murderous supervillain. He has an obsessive hatred for Sean Cassidy and anyone who aids him. He has a deep affection for Juggernaut.

HISTORY

Thomas "Black Tom" Cassidy was the heir to his family fortune and estate of Cassidy Keep in Ireland. However, he wagered both the fortune and estate on a throw of dice, and thereby lost them to his younger cousin, Sean Cassidy. Black Tom and Sean Cassidy were rivals for the love of Maeve Rourke, and Sean eventually prevailed and married her.

While still a young man, Black Tom Cassidy turned to crime as a way of seeking thrills. Discovering how much he liked it, Black Tom decided to make crime his profession. At first he masked his criminal activities under the guise of being a soldier of fortune. As such, he roamed the world offering his services as a gun for hire, while pursuing his criminal activities as well. While imprisoned in a Third World jail for acting as a mercenary for revolutionary forces that were defeated, Black Tom met a fellow mercenary, Cain Marko. The two struck up a friendship, and Cas-

sidy used his own mutant power, which he had already discovered, to enable both of them to escape jail.

Sean Cassidy was assigned by Interpol to a top secret mission which required that he stay out of touch with his family for a considerable length of time. When he left on his mission, his wife Maeve was in her first month of pregnancy, although neither Sean nor she knew it at the time. Their daughter, Theresa, was born during Sean's absence. Maeve took the infant Theresa with her on a visit to Armagh in Northern Ireland. While she was there, Maeve (an innocent bystander) was killed by an explosion caused by terrorists. No trace of Theresa was found by the authorities, and it was assumed that she too had been killed. However, Black Tom had been present at the scene of the explosion and had secretly carried Theresa off with him. Knowing of his own and Sean's mutant powers, Black Tom suspected that Theresa might herself develop superhuman powers as she grew older. Moreover, Black Tom saw Theresa as the daughter he wished that he and Maeve could have had

together. So Black Tom decided to raise Theresa himself secretly. Those who knew that Theresa had been born decided not to inform Sean Cassidy that his wife had had a daughter, in order to spare him additional grief when he returned and learned of Maeve's death.

Eventually Black Tom was reunited with his friend Cain Marko, who had become the superhumanly powerful Juggernaut. Cassidy suggested they form a partnership for criminal activities, and this partnership has proved profitable to both ever since. Cassidy forced Theresa, who had grown into adolescence and developed superhuman powers, to help them in their crimes, but her heart was never in a life of crime. While briefly in the custody of authorities, Black Tom gentlemanly exonerated Theresa of responsibility for her crimes, and wrote a letter to Sean explaining who Theresa was. Black Tom escaped and Sean and Theresa were joyfully reunited. Today Black Tom Cassidy and the Juggernaut both remain at large.

STATISTICS

F EX (20)
A GD (10)
S GD (10)
E RM (30)
R GD (10)
I GD (10)
P GD (10)

Health: 70

Karma: 30

Resources: EX (20)

Popularity: 5

BACKGROUND

Real Name: Sean Cassidy

Occupation: Man of Leisure

Legal Status: Irish citizen

Identity: Secret

Place of Birth: Cassidy Keep, Ireland

Marital Status: Widower

Known Relatives: Maeve (wife, deceased), Theresa Rourke (a.k.a. Siryn, daughter), Black Tom (cousin)

Base of Operations: Cassidy Keep and Muir Island

Past Group Affiliations: Interpol, X-Men

Present Group Affiliation:

KNOWN POWERS

Sonic Generation: Unearthly rank

Note: all other powers are derived from his Sonic power.

Disruption: Unearthly damage to nonliving targets, Monstrous damage to a single living target, or Incredible damage to all targets within 1 area.

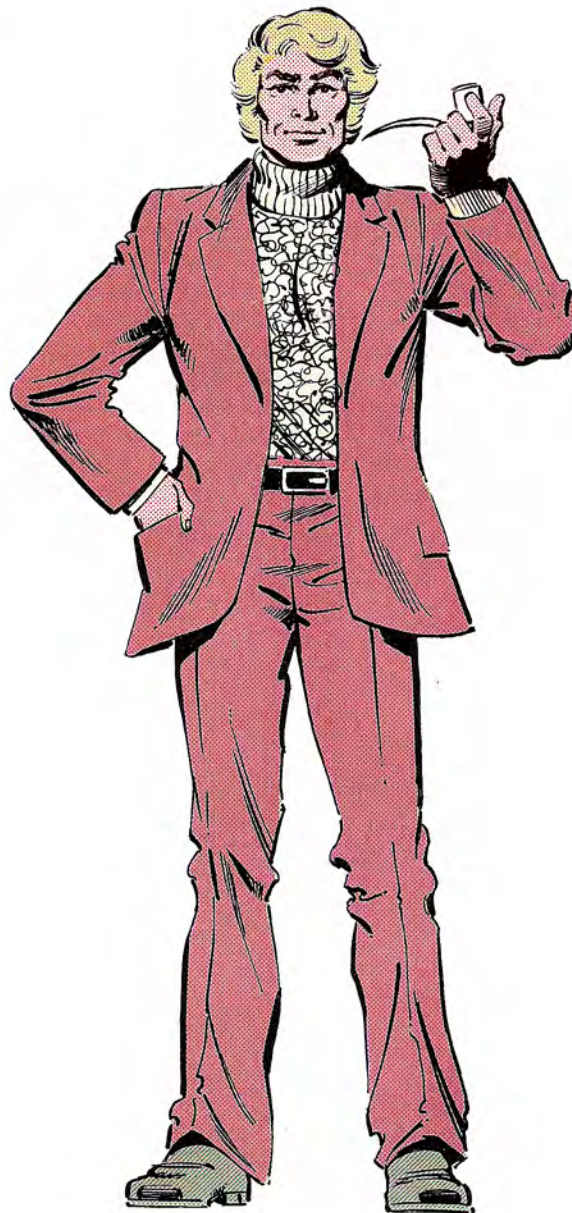
Flight: Poor airspeed

Hypnotic Voice: Amazing rank

Sonar: Amazing rank

Talents: He has Law Enforcement; Excellent Handgun Use and Martial Arts A and B; and Excellent Reason with electronics and mechanical devices.

Contacts: Interpol, X-Men, X-Factor, Excalibur



ADDITIONAL NOTES:

ROLE PLAYING NOTES

Cassidy is a free soul who only gets irate when he thinks about Black Tom. He is a hopeless ladies' man deeply attracted to Dr. Moira MacTaggart. He has a fondness for American westerns.

HISTORY

Sean Cassidy was born as the heir to the castle and estate of Cassidy Keep, Ireland, as well as a small fortune. After graduating from college with a Bachelor of Science degree, he joined Interpol, where he rose to the rank of inspector. His mutant powers were kept secret from everyone, including the rest of Interpol.

He wed Maeve Rourke. At the time he was sent on a top secret mission, she was in her first month of pregnancy, and she bore their daughter, Theresa, during his absence. While visiting relatives in Armagh, Maeve

was killed in an explosion; Theresa, however, was saved by her uncle, Black Tom Cassidy, who decided to raise her himself so that should she develop mutant powers, he could subvert them (and her) to his own devices.

Upon finding out that Maeve was dead (and not knowing of the birth of his daughter), Sean threw himself into his work. Eventually, however, he left Interpol and became involved in criminal activities. This led to his being contacted by Changeling of Factor Three, and his subsequent capture and control by this organization. This stage of his life came to an end thanks to Professor Charles Xavier, who blasted the mind-

controlling device on Cassidy's head and rendered it harmless. Following this, Cassidy (known as the Banshee) joined the X-Men.

It was during this time he met and fell in love with Moira MacTaggart, a geneticist.

Banshee lost his voice powers during a battle with Moses Magnum, in which he overextended his vocal cords while creating sonic waves to cancel out those produced by Magnum. Shortly after this he retired from the X-Men, and decided to spend his time with Moira MacTaggart. His daughter Theresa now lives with them.

The following are the statistics shared by each Celestial.

F	MN (75)	Health: 6175
A	UN (100)	Karma: 3000
S	CL3000	Resources: CL3000
E	CL3000	Popularity: N/A
R	CL1000	
I	CL1000	
P	CL1000	

BACKGROUND

Real Names: Unknown

Occupation: Geneticists and Breeders

Identities: Existence unknown

Legal Status: N/A

Other Known Aliases: "Space Gods"

Place of Birth: Unknown

Marital Status: Unknown

Known Relatives: None

Base of Operations: Mobile

Group Affiliation: The Celestials

Present Group Affiliation:

KNOWN POWERS:

Biophysical Control: The Celestials have the CL1000 ability to alter genetics and induce mutations, whether overt or latent.

Clairvoyance: CL1000 rank

Energy Control (all forms): CL1000 rank

Energy Emission (all forms): CL1000 rank

Immortality: Celestials cannot be slain. If reduced to 0 Health or Endurance, a component can be removed from their armor that will force them into suspended animation.

Internal Limbo: The interior of a Celestial appears to be a series of vast chambers recreating weird locations from throughout space. These chambers are apparently larger than the exterior shell of the Celestial.

Invisibility (Telepathic): The Celestials have the CL1000 ability to make mortals ignore their presence. In this way, the Celestials can work undisturbed until their tasks near completion. At this point the Celestial becomes visible.

Invulnerability: CL3000 rank protection against physical or energy attacks.

Self-Duplication: Each Celestial is able to simultaneously co-exist in a number of widely separated locations. Each body possesses identical powers. This enables the Celestials to perform their tasks on several worlds simultaneously. No two duplicates ever coexist in the same region.

Telepathy: They possess CL3000 rank; this is used solely to communicate with their fellow Celestials. However, some "leakage" occurs, allowing mortals to discern the Celestial's overall purpose.

True Flight: CL5000 rank.

Internal Defenses: Each Celestial is inhabited by a variety of defensive organisms. These function like antibodies to attack invaders.

Fliers: These green, winged hectapoids possess the following powers:

F	A	S	E
GD	GD	RM	RM

Plasma Generation: Remarkable rank

Winged Flight: Excellent airspeed

Acid Swarm: When these pink and purple saucers attack en masse, they possess the following powers:

F	A	S	E
MN	GD	UN	GD

Acid: Excellent rank.

Replicoids: These are clones that resemble anyone the Celestial desires to imitate. Specialized Replicoids can be created for any purpose; these are often used as emissaries. Replicoids have these powers:

F	A	S	E
RM	EX	EX	EX

Invulnerability: Excellent rank

ARISHEM THE JUDGE



KNOWN POWERS

Standard Celestial powers.

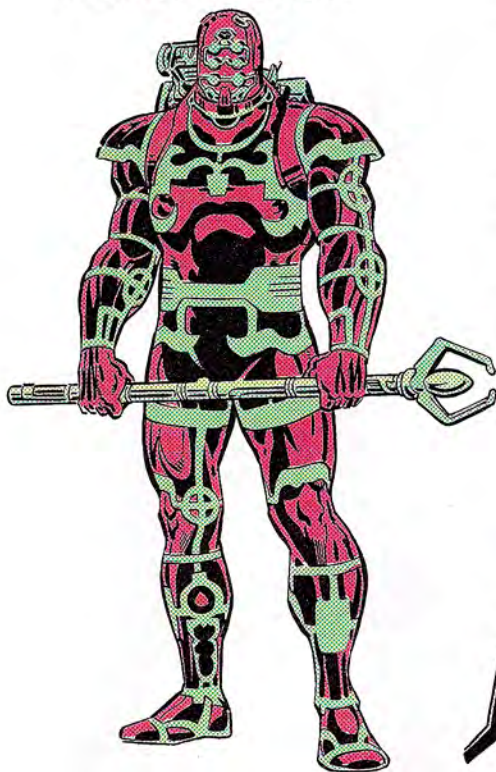
Talents: Arishem has in his palm the formula he uses to decide whether a race will live or die.

ADDITIONAL NOTES:

ROLE PLAYING NOTES

Arishem is the first Celestial to visit a planet when the time for judgment occurs. If he decides against a race, he summons Exitar to destroy the race. Arishem recently decided to exterminate the dominant race on Pangoria and preserve the servant human race found there. Simultaneously to this, another Arishem landed on the Skrull's current Throneworld.

ESON THE SEARCHER



KNOWN POWERS

Standard Celestial powers.

Life Detection: CL5000 rank

Talents: Eson possesses the skills to locate lifeforms that have the potential to be modified by the Celestials.

ROLE PLAYING NOTES

Eson is the first Celestial to visit a given planet. He arrives when life there has yet to evolve into intelligence.

EXITAR THE EXTERMINATOR

KNOWN POWERS

Standard Celestial powers.

Force Field: CL3000 rank

Disintegration: CL5000 rank

Lifeform Creation: CL5000 rank

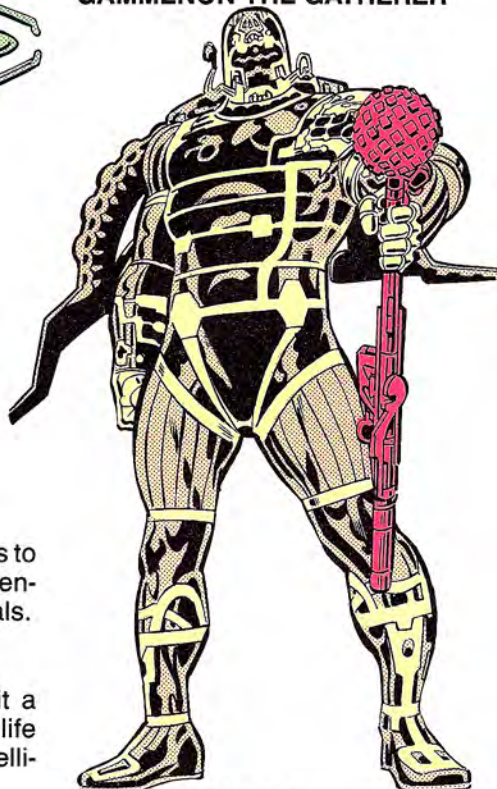
ROLE PLAYING NOTES

Exitar appears on a world if Arishem has condemned it. After a short period to gather his energies, Exitar acts. First he throws his force field around the planet, then he exterminates the condemned race. Once that is accomplished, he cleanses the world and rebuilds it in order that other life may flourish there.

Exitar's existence was recently

discovered by Thor. Exitar had been summoned by Arishem to the planet Pangoria. When Thor attempted to defend Pangoria against the Celestials, he managed to penetrate Exitar's armor and actually contact Exitar's brain. Despite Thor's interference, Exitar destroyed the dominant race of humanoids and rebuilt the world as an idyllic garden for the secondary, human race.

GAMMENON THE GATHERER



KNOWN POWERS

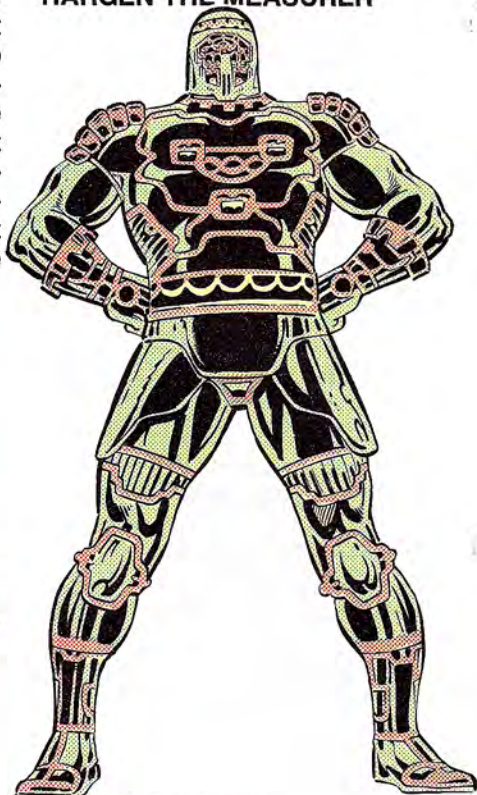
Standard Celestial powers.

Body Transformation—Others: Gammenon has the CL1000 ability to transform targets into "lifeseed capsules." He stores these blocks on the end of his rod. Living organisms thus transformed remain in suspended animation until the capsule is retransformed into those beings' original shapes.

ROLE PLAYING NOTES

Gammenon appears with the rest of the Celestial Host. His purpose is to locate and gather specimens of each lifeform found on the planet under study.

HARGEN THE MEASURER



KNOWN POWERS

Standard Celestial Powers.

ROLE PLAYING NOTES

Hargen appears along with the rest of the Celestial Host.

JEMIAH THE ANALYZER



KNOWN POWERS

Standard Celestial Powers.

Lifeform Detection: He possesses the CL3000 ability to analyze every possible aspect of a sample lifeform.

ROLE PLAYING NOTES

Hargen acts in concert with Gamenon.

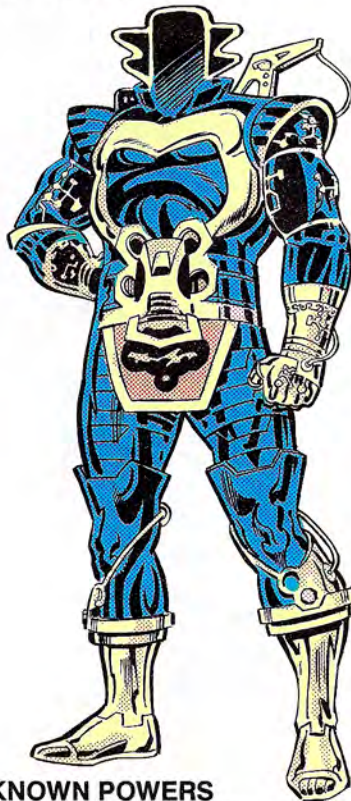
NEZAR THE CALCULATOR**KNOWN POWERS**

Standard Celestial Powers.

Precognition: Nezar is able to use Hargen's data to determine the probable future of the lifeforms under examination. He has CL5000 accuracy.

ROLE PLAYING NOTES

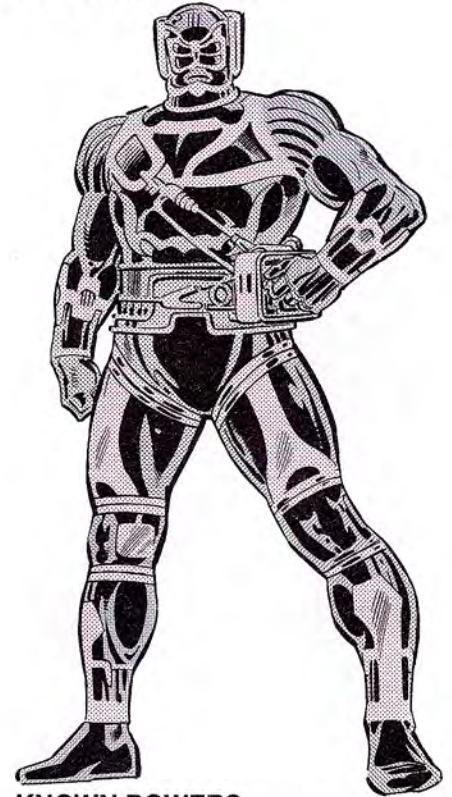
Nezar appears along with Gamenon and Hargen.

ONE ABOVE ALL**KNOWN POWERS**

Standard Celestial Powers.

ROLE PLAYING NOTES

This Celestial acts as the coordinator for the rest of the Host. He remains in their base ship while the rest of the Host roam the planet below.

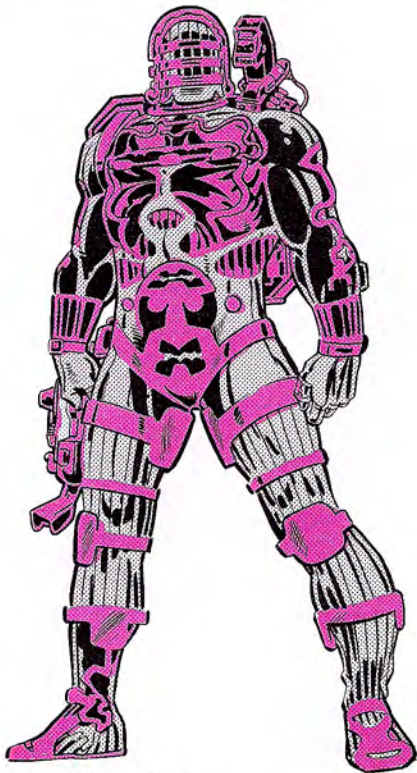
ONEG THE PROBER**KNOWN POWERS**

Standard Celestial Powers.

ROLE PLAYING NOTES

Oneg appears along with the rest of the Celestial Host. He explores the actual planet itself rather than the lifeforms there.

TEFRAL THE SURVEYOR



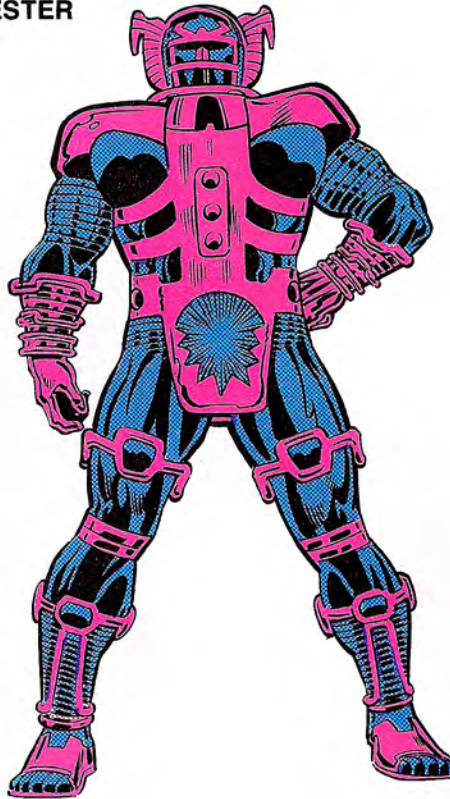
KNOWN POWERS

Standard Celestial Powers.

ROLE PLAYING NOTES

Tefral appears along with the rest of the Celestial Host. He studies the surface features of the planet under examination, including the structures built by the dominant race.

ZIRAN THE TESTER



KNOWN POWERS

Standard Celestial Powers.

ROLE PLAYING NOTES

Ziran appears along with the rest of the Celestial Host. He studies the actions of the chosen race, especially their reaction to the Celestials' presence.

STATISTICS

F UN (100)
A EX (20)
S MN (75)
E UN (100)
R TY (6)
I GD (10)
P EX (20)

Health: 295

Karma: 36

Resources: TY (6)

Popularity: 0

BACKGROUND

Real Name: Tryco Slatterus

Occupation: Warrior

Legal Status: Unknown

Identity: Public unaware of his existence

Place of Birth: Unknown

Marital Status: Unknown

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: Elders of the Universe

Present Group Affiliation:

KNOWN POWERS

Immortality: Champion can never die.

Telepathy: Amazing rank

True Invulnerability: Amazing rank

Teleportation: CL1000 rank

Talents: He is a master of all forms of Martial Arts.

Contacts: Elders of the Universe.

ADDITIONAL NOTES:



ROLE PLAYING NOTES

Champion has set his goal as being the best hand-to-hand fighter in the Universe. Since new fighters are born each second, this has kept him happy. If a challenger can honestly best him, Champion begrudgingly acknowledges the defeat.

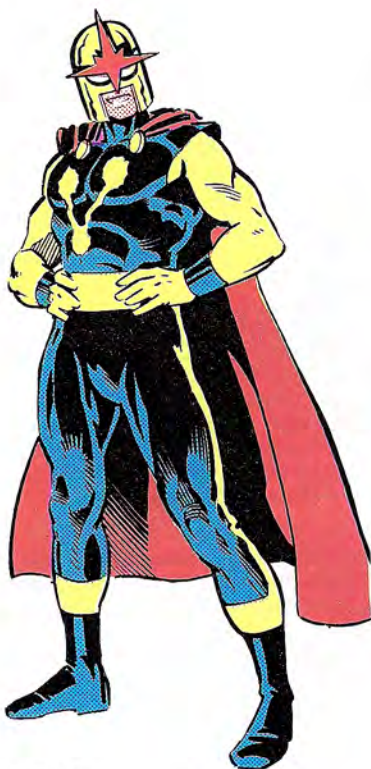
HISTORY

Author's Update 1) Champion has recently been made permanently immortal.

2) Champion has joined his fellow Elders' plan to slay Galactus and hasten the destruction of the universe.

CHAMPIONS OF XANDAR [defunct]

NOVA PRIME



STATISTICS

F IN (40)
A RM (30)
S IN (40)
E AM (50)
R GD (10)
I GD (10)
P GD (10)

Health: 160

Karma: 30

Resources: AM (50)

Popularity: 50 (on Xandar)

BACKGROUND

Real Name: Tanak Valt

Occupation: Nova Corps Centurion

Legal Status: Xandarian citizen (deceased)

Identity: unknown on Earth

Place of Birth: Xandar

Marital Status: Married

Known Relatives: Adora (wife, deceased)

Base of Operations: Xandar

Present Group Affiliation:

KNOWN POWERS

Invulnerability: Amazing rank

True Flight: Amazing speed

Talents: He is skilled in Astro-navigation, starship operation, and starship combat.

Contacts: The Nova Corps (defunct)

ADDITIONAL NOTES:

ROLE PLAYING NOTES

Nova-Prime is a valiant warrior and general. His first loyalty is to Xandar, then to the Nova Corps.

PROTECTOR



STATISTICS

F GD (10)
A GD (10)
S TY (6)
E TY (6)
R IN (40)
I AM (50)
P IN (40)

Health: 32

Karma: 130

Resources: AM (50)

Popularity: 50 (on Xandar)

BACKGROUND

Real Name: Thorai Rul

Occupation: Keeper of the Computers

Legal Status: Xandarian citizen (deceased)

Identity: unknown on Earth

Place of Birth: Xandar

Marital Status: Single

Known Relatives: None

Base of Operations: Xandar

Present Group Affiliation:

KNOWN POWERS

Protector possessed the following mental or psionic powers at Incredible rank:

Communicate with Cybernetics

Cosmic Awareness

Empathy

Hypnotic Control

Iron Will

Linguistics

Mental Invisibility

Mental Probe

Telepathy

Telelocation

Total Memory

Talents: He is skilled in astro-navigation, starship operation and combat, and computer operation and maintenance.

ADDITIONAL NOTES:

ROLE PLAYING NOTES

The Protector is a living tool of the Xandarian computers. He served them as his first duty.

COMET



STATISTICS

F GD (10)
A EX (20)
S GD (10)
E AM (50)
R GD (10)
I TY (6)
P GD (10)

Health: 90

Karma: 26

Resources: PR (4)

Popularity: 20

BACKGROUND

Real Name: Harris Moore

Occupation: Adventurer

Legal Status: US citizen (deceased)

Identity: Secret (on Earth only)

Place of Birth: New York City

Marital Status: Widower

Known Relatives: Helen (wife, deceased),

Frank (son, deceased)
Base of Operations: Mobile
Present Group Affiliation:

KNOWN POWERS

Electricity: Amazing rank
Invulnerability: Remarkable rank
True Flight: Amazing airspeed
Talents: Law enforcement skills.

ADDITIONAL NOTES:

ROLE PLAYING NOTES:

Comet was a crimefighter in NYC during the relatively calm late 1950s. He retired during the upsurge of modern superhumans. He later saw himself as extraneous on a superhero-filled Earth and so decided to go to Xandar, which needed his help. Although he barely knew his son, he was devoted to him.

CRIMEBUSTER



STATISTICS

F	GD (10)
A	GD (10)
S	GD (10)
E	GD (10)
R	GD (10)
I	TY (6)
P	TY (6)

Health: 40
Karma: 22
Resources: TY (6)
Popularity: 5

BACKGROUND

Real Name: Frank Moore
Occupation: Adventurer
Legal Status: US citizen (deceased)
Identity: Secret (on Earth)
Place of Birth: Brooklyn, New York
Marital Status: Single
Known Relatives: Harris and Helen (parents, deceased)
Base of Operations: Mobile
Present Group Affiliation:

KNOWN POWERS

Powers: None
Talents: Crimebuster was a skilled marksman and streetfighter, as well as being knowledgeable in both Detective and Criminal skills. His accuracy with any handgun raises him +2 CS.

ADDITIONAL NOTES:

ROLE PLAYING NOTES:

Although he lacked any real powers, Crimebuster cherished his father's image so much that he was compelled to become a crimefighter. Initially he thought his father had been killed by an assassin and thus was out for revenge against the criminal world.

POWERHOUSE



STATISTICS

F	RM (30)
A	GD (10)
S	EX (20)
E	EX (20)
R	TY (6)
I	TY (6)
P	TY (6)

Health: 80
Karma: 18
Resources: TY (6)
Popularity: 5

BACKGROUND

Real Name: Rieg Davan
Occupation: Syfon Warrior
Legal Status: Xandarian citizen (deceased)
Identity: Unknown on Earth
Place of Birth: Xandar
Marital Status: Single
Known Relatives: None
Base of Operations: Mobile
Present Group Affiliation:

KNOWN POWERS

Absorption Power: Powerhouse had the Amazing ability to absorb the energy from anything, then add that energy to his own Physical Abilities.

Talents: He was skilled in Xandarian warfare and starship operation.

ADDITIONAL NOTES:

ROLE PLAYING NOTES

Powerhouse is a loyal, valiant soldier in the service of Xandar.

STATISTICS

F GD (10)
A GD (10)
S TY (6)
E EX (20)
R PR (4)
I GD (10)
P GD (10)

Health: 46

Karma: 24

Resources: FB (2)

Popularity: 0

BACKGROUND

Real Name: Unrevealed

Occupation: Petty thief

Legal Status: S. Korean citizen

Identity: Secret

Place of Birth: S. Korea

Marital Status: Single

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: Fallen Angels

Present Group Affiliation:

KNOWN POWERS

Power Magnification: Remarkable
ank

Power Negation: Unearthly rank

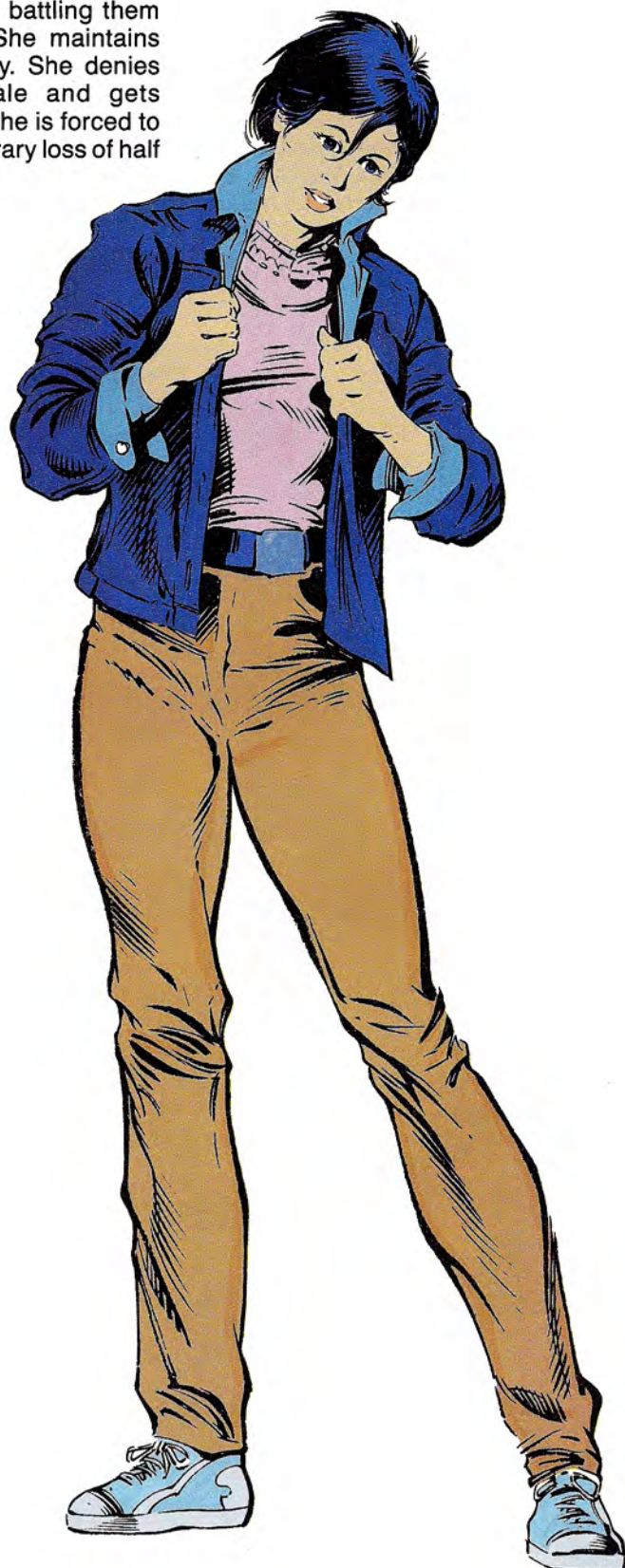
Talents: Chance has Excellent knife-fighting skill and Martial Arts B. She is fluent in Korean and English.

Contacts: Fallen Angels, NYC street gangs

ADDITIONAL NOTES:

ROLE PLAYING NOTES

Chance is a bitter girl. She has a burning hatred of Yune Kim Park and the rest of the Glorification Church. She is obsessed with battling them whenever she can. She maintains her disguise as a boy. She denies that she is a female and gets extremely agitated if she is forced to look like one (a temporary loss of half her Psyche).



HISTORY

Chance and her parents were members of the Glorification Church, a South Korean political organization masquerading as a church. Its leader, Rev. Yune Kim Park, brought them to the U.S. and promised to give them citizenship. Instead, he enslaved them along with the rest of

his followers. They were forced to assume menial jobs and give their earnings to the Church. Although Chance's parents willingly cooperated, she rebelled and fled the Church. She now fights a guerilla action against the Glorification Church and its brainwashed adherents.

To survive on the streets, Chance adopted the appearance and manners of a tough boy. Since she is just

beginning to enter puberty, she has so far been able to pull off the deception.

Chance joined the Fallen Angels because they represented the only friends she had in America. Originally she thought she was the only non-powered member of the gang. Soon her own power began to appear. Since it is useless in itself to her, she needs to be around other superhumans to use it.

STATISTICS

F TY (6)
A TY (6)
S TY (6)
E TY (6)
R TY (6)
I TY (6)
P TY (6)

Health: 24

Karma: 18

Resources: PR (4)

Popularity: 0

BACKGROUND

Real Name: Unknown

Occupation: Criminal, Leader of the X-Men

Legal Status: U.S. Citizen with criminal record

Identity: Secret

Place of Birth: Unknown

Marital Status: Unknown

Known Relatives: None

Base of Operations: New York City

Talents: Criminal

Contacts: None

Past Group Affiliations: Factor Three, X-Men

Present Group Affiliation:

ROLE PLAYING NOTES

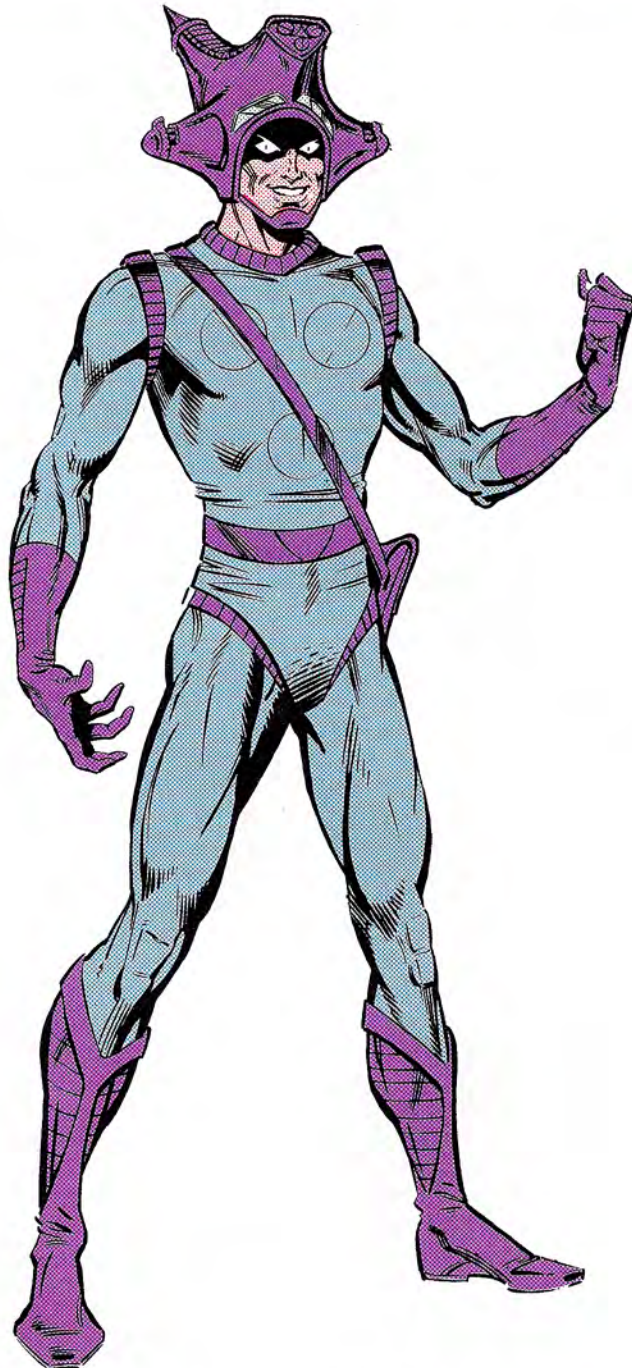
Changeling is a shy, nervous man when he is by himself. If he is given a goal which he feels is within his abilities to attain, he develops more self-confidence. He feels guilt over his criminal past, but is unsure what to do about it.

KNOWN SUPERPOWERS

Imitation: The Changeling was a mutant metamorph, or shape-changer, whose ability was basically the same as that of Mystique. Through psionic means the Changeling could make Amazing alterations in all aspects of his physical appearance, including his height, the color of his hair, eyes, and skin, and so forth, so as to seem to be an exact duplicate of any human or humanoid man or woman. He could likewise alter his voice so as to duplicate that of any other person.

Mind Blast: While he was posing as Professor X, Changeling was endowed with the psionic ability to hurl Excellent bolts of mental force.

Telepathy: This is another power



which Changeling had only during his stint as leader of the X-Men. Thanks to the efforts of Professor X, he was able to exert Excellent telepathic abilities.

ADDITIONAL NOTES:

HISTORY

Virtually nothing is known about the Changeling before he joined the subversive organization known as Factor Three. It is believed that the Changeling discovered his shape-changing ability in adolescence and from then on committed numerous crimes while using various assumed forms. Legal authorities never realized that the many different-looking perpetrators of all these robberies and other crimes were actually the same man.

The Changeling was astounded when one day he received a message from an anonymous source stating that he knew the Changeling was responsible for certain crimes which the message described in detail. The message went on to say that its sender had use for a man of the Changeling's abilities, and instructed him to appear at a certain location several days later.

The Changeling complied, and there he first met the mysterious masked and robed figure who called himself the Mutant Master. The Mutant Master possessed an extraordinary assortment of futuristic technological devices, one of which, he told the Changeling, he had used to identify him as a superhumanly powered mutant and to monitor his activities. The Mutant Master claimed to be a mutant himself, and asserted that he shared the mutant Magneto's goal of having superhuman mutants rule the world. However, the Mutant Master disagreed with Magneto's then current method of leading his Brotherhood of Evil Mutants in open attacks upon humanity.

The Mutant Master instead intended to form a cadre of powerful mutants who would work in secret to subvert existing governments so as one day to seize power for themselves. The world was now dominated by two superpower nations, the Mutant Master stated; the United States and the Soviet Union. His subversive organization, he continued, would become, in its own way, a third superpower to be reckoned with, and therefore, he would call the

group "Factor Three."

Dazzled by the prospect of becoming one of Earth's rulers, the Changeling accepted the Mutant Master's offer. Among the Changeling's many duties for Factor Three was the recruitment of other mutant members. It was he who contacted the Blob, Mastermind, Unus, and the Vanisher and persuaded them to join Factor Three.

The Changeling, who had grown suspicious of the Mutant Master's motives, then appeared in the guise of Xavier and accused the Mutant Master of betraying the other members of Factor Three. The Mutant Master ordered his androids to attack both the X-Men and his mutant allies, who fought back together. The freed Banshee used his sonic wail on the Mutant Master's machinery, causing the platform upon which the Mutant Master sat to and his helmet to shatter and revealing him to be a semi-octopoid extra-terrestrial being called a Siri.

As the Mutant Master, the Siri was really exploiting the mutants of Factor Three for its own ends. By triggering a nuclear war through his agents, the Siri would have destroyed most of the human race. Then he would eliminate the mutant allies as well.

Shocked and furious at having been so deceived, the Factor Three mutants joined the X-Men in battling the alien, who committed suicide to avoid capture. Before this, the real Xavier had arrived and exposed the Changeling's imposture. The X-Men and Factor Three's mutants then went their separate ways.

A short time thereafter, Professor Xavier, through his telepathic powers, learned that another race of aliens, the Z'nox, intended to invade and conquer the Earth. Xavier believed that the Z'nox could most surely be defeated through psionic means; he would have to form a linkage of the minds of the majority of good people on Earth. But Xavier needed time in nearly complete isolation to prepare for this.

It was then that he was visited by the Changeling, who had been deeply shaken upon learning the truth about the Mutant Master, and even more so by recently learning

that he himself had a terminal illness and would live no more than six months. The Changeling told Xavier that he wanted to do something before his death to make up for his past crimes. So Xavier had the Changeling impersonate him. In this way the Changeling, as Xavier, could continue training the X-Men in the professor's absence. Xavier himself remained in a sub-basement of his mansion continuing his preparations to battle the Z'nox. Xavier believed that if he told the X-Men what he was really doing, they would worry unnecessarily. He told only Marvel Girl (Jean Grey) what he was doing and that the "Xavier" training them was actually the Changeling.

A few weeks after the Changeling began his impersonation of Xavier, the X-Men came in contact with Grotesk, the insane Prince Gortok, sole survivor of the Subterranean race of Gortokians, who had become extinct as a result of underground nuclear explosions caused by humans. Grotesk intended to destroy the human race in revenge, and therefore stole a nuclear oscillotron, a newly invented device which could trigger earth tremors, and potentially create a chain reaction of seismic waves that would destroy the Earth.

When the X-Men and the Changeling, who was still impersonating Xavier, found Grotesk and the machine. The Changeling used Xavier's mental bolts in a vain attempt to prevent Grotesk from activating the machine at full power. The Changeling and Marvel Girl together then used their telekinetic powers to try to halt the machine altogether. The enraged Grotesk threw the Changeling aside and tried to force more power from the oscillotron, only to have it explode instead. The Changeling was too close to the blast and was fatally wounded. He died mere months later, knowing he had redeemed himself through his sacrifice. It would not be until months later, when Xavier reappeared as the Z'nox were closing in on Earth, that the X-Men (other than Marvel Girl) learned that the man who died that day was not Xavier, but the Changeling.

STATISTICS

F FE (2)
A GD (10)
S GD (10)
E UN (100)
R ShX (150)
I ShX (150)
P ShX (150)

Health: 122

Karma: 450

Resources: UN (100)

Popularity: 0

BACKGROUND

Real Name: Unknown

Occupation: Examiner of Superbeings

Legal Status: Unknown

Identity: Unknown

Place of Birth: Unknown

Marital Status: Unknown

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS

Machine Animation (Cybernetics):
 Unearthly control over computers and their programming.

Invisibility (all types): Unearthly rank

Levitation: Unearthly rank

Lifeform Creation: Unearthly ability to duplicate superbeings complete with powers and equipment.

Phasing: Unearthly rank

Teleportation: CL1000 rank.

EQUIPMENT:

Analyzer: Unearthly-ranked forms of Energy, Environment, Life, Magic, Microscopic Vision, Penetration Vision, Power, Psionic, and Weakness Detection Powers.

Monolith: Gateway to Chief Examiner's lair.

Talents: Unknown

Contacts: Unknown



ADDITIONAL NOTES:

ROLE PLAYING NOTES

The Chief Examiner is a cryptic being who never speaks or explains his actions. He is interested chiefly in examining superbeings and testing their reactions to situations he devises.

Players should only speak to describe their actions to the GM.

HISTORY

On a planet in another galaxy, the leaders of a peaceful humanoid race watched in horror as the invading Black Fleet of starships destroyed world after world, moving towards the humanoids' own solar system. The leaders of the humanoid race did not know how to cope with the approaching invaders, for their race had been pacifists for centuries. Not only had the race no weaponry for defense, but its members were so dedicated to their pacifist philosophy that they found the very idea of wa-

ring against the invaders abhorrent. Among the leaders only Durgan the Philosopher sought a means of fighting back against the Black Fleet. He had used the race's advanced technology to observe the superhumanly powerful beings of Earth, and wondered if somehow their powers could be turned to the service of his race.

Sometime later, a helmeted, robed figure calling himself the Chief Examiner began to appear from time to time on Earth. The Chief Examiner would observe superhumanly powerful beings in action, and attempt to lure them through a strange, floating black portal. Once inside the portal, the superhumanly powerful being

would also temporarily lose his or her powers to some extent. The superhumanly powerful being would then emerge from the portal back upon Earth. The entire process would take no more than moments. The superhumanly powerful being soon thereafter would again reach his or her normal power level. However, the Chief Examiner could now duplicate that being's powers for his own uses with his technology, having analyzed and drained part of them.

It is known that the Chief Examiner was sent to Earth by Durgan. However, the Chief Examiner's identity remains unknown.

STATISTICS

F ShX (150)
A AM (50)
S ShX (150)
E CL1000
R ShX (150)
I ShX (150)
P ShZ (500)

Health: 1350

Karma: 800

Resources: ShX (150)

Popularity: -1000

BACKGROUND

Real Name: Chthon

Occupation: God

Legal Status: Inapplicable

Identity: Unknown to Public

Place of Birth: Earth

Marital Status: Inapplicable

Known Relatives: Gaea ("sister")

Base of Operations: Chthon's dimension

Past Group Affiliations: Inapplicable

Present Group Affiliation:

KNOWN POWERS

Note: In his own dimension, Chthon possesses all powers and magical spells at CL1000 rank. However, he is trapped there and can only use the following powers in the Earth dimension.

Possession: Unearthly rank

Mind Control: Unearthly rank

If he gains Possession or Control of a person, that body gains these powers:

Levitation: Unearthly rank

Mind Blast: Unearthly rank

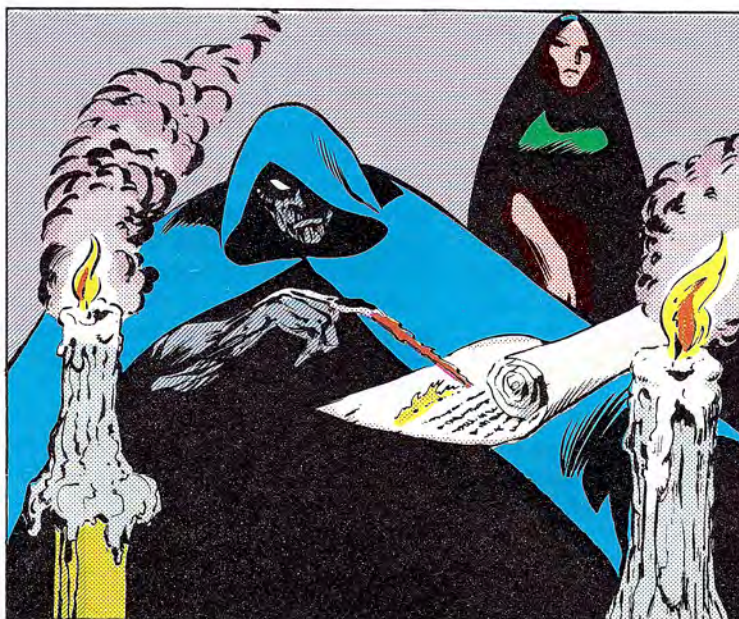
Plasma Generation: Unearthly rank

Telekinesis: Unearthly rank

Teleportation: Unearthly rank

Talents: Chthon is one of the *writers* of all occult lore.

Contacts: Gaea, Morgan Le Fay, Modred the Mystic



ADDITIONAL NOTES:

geological patterns. When Gaea gave birth to the first of the newer gods, Chthon perceived that his sister's progeny would eventually supplant the Elder Gods. A scholar by nature, Chthon inscribed a parchment with the mystical knowledge of the world he had thus amassed. This parchment would later be known as the Darkhold. Chthon intended the Darkhold to be his touchstone with the Earthly dimension. As he surmised, Gaea's son Atum was a god-slayer, dedicated to the consumption and elimination of the evil which the Elder Gods had wrought in their degradation into demons. Chthon managed to escape to a nether dimension before Atum could slay him. When the Darkhold passed into the hands of intelligent beings at some later date, Chthon would have an indestructible medium through which to manipulate Earthly pawns as well as a talisman that could one day be turned into a dimensional portal for his return to Earth.

The Darkhold was first discovered by human sorcerers of pre-Cataclysmic Atlantis who managed to remove it from the doomed island-city before it sank. They founded a cult called the Darkholders and used the spells contained in the book to create vampires. The book passed through a succession of hands through the next millennia, including Babylonian savants, Egyptian

ROLE PLAYING NOTES

Since Chthon is trapped, he must content himself with being a strategist working through proxies. He only acknowledges his fellow Elder Gods as equals, but he will converse with mortals of sufficient magical power to resist him.

HISTORY

Chthon is one of the major Elder Gods who first materialized in Earth's biosphere shortly before mankind appeared on Earth. He and his sister god Gaea were among those who inhabited the land masses of the Earth (as opposed to the sea or skies), and may have had something to do with forming certain

priests, and Hebrew scholars. Whoever employed the knowledge contained within did so at the cost of the corruption of their soul. This earned the Darkhold the name "Book of Sins."

In the 6th century A.D., the parchments found their way to Britain where the sorceress Morgan Le Fey had them bound into book form for the first time. Morgan used the book to summon Chthon to the Earthly plane for the first time, but discovered Chthon was far too powerful to do her bidding. It took the sorcerous might of Morgan and her new band of Darkholders to repel Chthon from the mortal plane. A renegade Darkholder named Magnus stole the Darkhold, placed it in a tower and wove an intricate spell whereby no one of evil intent could enter. An apprentice sorcerer named Modred misguidedly entered the tower and had his soul corrupted by Chthon. Centuries later he would serve as Chthon's agent.

Eventually the Irish monk St. Brendan removed the Darkhold from the tower, believing it to be a temptation to evil, and scattered the various indestructible pages throughout Europe. In the 12th century, a corrupt Spanish monk named Aelfric used occult means to reassemble the scattered pages of the Darkhold.

The parchments continued to pass through various hands, although few were skilled enough to employ the spells within to real effect. Transylvanian scholar Baron Gregor Russoff bound the parchments back into book form and used the blank pages he placed in the back as a diary for his occult experiments. The possession of the Darkhold triggered Russoff's hereditary tendency toward lycanthropy and turned him into a werewolf.

Russoff had inadvertently brought the Book close to where the Earthly essence of its demonic author had been imprisoned, Wundagore Mountain. Chthon made his second major bid to return to the Earthly plane, but was repulsed by the forces of the High Evolutionary and the spirit of the 6th century sorcerer Magnus. When Russoff died, an American named Miles Blackgar bought his estate and acquired the Darkhold. Aware of the danger inherent in the book, Russoff's son Jacob stole it and entrusted it to the care of Father Joaquez, a priest.

From there, it came into the temporary possession of Dracula, Lord of the Vampires, who was looking for a means to restore his flagging powers. The spirit of Morgan Le Fey also renewed her interest in the Darkhold, and gained as a mortal

enemy the original Spider-Woman, who had been befriended by the ghost of Morgan's former colleague Magnus. Morgan once used her magic to simulate the aspect of Chthon in an attempt to defeat the Spider-Woman. When Modred the Mystic was released from suspended animation, Chthon commanded him to fetch the Darkhold so he could be released on Earth. In an elaborate scheme, Chthon took demonic possession of the mutant Scarlet Witch, who had been born atop Wundagore Mountain. The Avengers managed to dispossess the Scarlet Witch and imprison Chthon's earthly essence in Wundagore Mountain.

Finally, Dracula sought the Darkhold once more, realizing that the spell to destroy all vampires was contained therein. Earth's sorcerer supreme Doctor Strange managed to use the Darkhold to destroy all vampires on Earth and create a spell by which vampires could no longer exist on Earth. Due to his vast power, Strange was the only person to ever use the Darkhold without forfeiting his soul to Chthon. The Darkhold is currently in the custody of Doctor Strange. Chthon is still in his nether dimension, patiently awaiting a fourth attempt to return to Earth.

BLACKWING

STATISTICS

F GD (6)
 A TY (6)
 S TY (6)
 E TY (6)
 R TY (6)
 I TY (6)
 P TY (6)

Health: 24

Karma: 18

Resources: EX (20)

Popularity: -5

BACKGROUND

Real Name: Joseph Manfredi

Occupation: Criminal, HYDRA agent

Legal Status: US Citizen with criminal record

Identity: Known to authorities

Place of Birth: Unknown

Marital Status: Single

Known Relatives: Silvermane (father)

Base of Operations: Mobile

Past Group Affiliations: Maggia, HYDRA, Circus of Crime

Present Group Affiliation:

KNOWN POWERS

Animal Control: Implanted devices give Blackwing Incredible control over bats.

Talents: He is a professional criminal.

Contacts: Silvermane

ADDITIONAL NOTES:

ROLE PLAYING NOTES

Blackwing is a mercenary who only joins a group in order to observe its methods and weaknesses.



BRUTO THE STRONGMAN

STATISTICS

F EX (20)
 A PR (4)
 S EX (20)
 E EX (20)
 R PR (4)
 I PR (4)
 P PR (4)

Health: 64

Karma: 12

Resources: Poor

Popularity: 0

BACKGROUND

Real Name: Bruce "Bruto" Olafsen

Occupation: Weightlifter and criminal

Identity: Publicly known

Legal Status: US citizen with criminal record

Place of Birth: Stockholm, Sweden

Marital Status: Single

Known Relatives: None

Base of Operations: Mobile

KNOWN POWERS

Powers: None

Talents: He is skilled in Wrestling and using Thrown Objects as weapons.



ROLE PLAYING NOTES

Bruto uses his raw strength and charges directly into an opponent. He is not particularly bright and may attack opponents who are radically stronger than he is (such as the Hulk).

THE CLOWN

STATISTICS

F TY (6)
 A GD (10)
 S TY (6)
 E TY (6)
 R TY (6)
 I TY (6)
 P TY (6)

Health: 28

Karma: 18

Resources: TY (6)

Popularity: 1

BACKGROUND

Real Name: Eliot "Crafty" Frank

Occupation: Clown, criminal

Legal Status: American citizen with criminal record

Identity: Publicly known

Place of Birth: Orlando, Florida

Marital Status: Single

Known Relatives: Corky (father)
Base of Operations: Mobile
Past Group Affiliations: Circus of Crime
Present Group Affiliation:

KNOWN POWERS

Powers: None

Talents: He is a skilled comedian, juggler, and unicyclist.

Weapons: Juggling balls do Poor damage against a target up to 20 feet away. His trick Cane does Typical damage.

ADDITIONAL NOTES:

ROLE PLAYING NOTES

The Clown prefers to use his harmless appearance in order to get close to his adversary before attacking.

FIRE-EATER



STATISTICS

F GD (10)
A TY (6)
S GD (10)
E GD (10)
R GD (10)
I TY (6)
P TY (6)

Health: 36

Karma: 22

Resources: TY (6)

Popularity: 0

BACKGROUND

Real Name: Tomas Ramirez

Occupation: Circus performer, criminal

Legal Status: Spanish emigre turned American citizen with criminal record

Identity: Publicly known

Place of Birth: Madrid, Spain

Marital Status: Single

Known Relatives: None

Base of Operations: Mobile

Present Group Affiliation:

KNOWN POWERS

Invulnerability to Flame: He has Typical resistance to fire.

Weapon: "Inferno Discs" enable him to release a stream of Typical Intensity fire from his mouth.

Talents: He is trained in the traditional methods of circus fire-eating.

ADDITIONAL NOTES:

ROLE PLAYING NOTES

Fire-Eater uses his flame as a weapon against opponents and as a tool to break into locked places.

GREAT GAMBONNOS (a.k.a. FLYING GAMBONNOS)

STATISTICS

F GD (10)
A EX (20)
S GD (10)
E GD (10)
R TY (6)
I TY (6)
P TY (6)

Health: 50

Karma: 18

Resources: TY (6)

Popularity: 1

BACKGROUND

Real Name: Ernesto and Luigi Gambonno (identical twins)

Occupation: Acrobats, aerialists, and "cat burglars"

Legal Status: Italian emigrants turned American citizens with criminal records

Identity: Publicly known

Place of Birth: Milan, Italy

Marital Status: Single

Known Relatives: Each other

Base of Operations: Mobile

Present Group Affiliation:

KNOWN POWERS

Powers: None

Talents: They are skilled acrobats and aerialists.

ADDITIONAL NOTES:

ROLE PLAYING NOTES

The Gambonnos use their skills to break into the upper floors of buildings. In a melee, they fight in tandem, often using each other as a weapon.

HUMAN CANNONBALL

STATISTICS

F TY (6)
 A GD (10)
 S TY (6)
 E EX (20)
 R TY (6)
 I TY (6)
 P TY (6)

Health: 42

Karma: 18

Resources: TY(6)

Popularity: 0

BACKGROUND

Real Name: Jack Pulver

Occupation: Acrobat, criminal

Legal Status: US citizen with criminal record

Identity: Publicly known

Place of Birth: Burbank, California

Marital Status: Single

Known Relatives: None

Base of Operations: Mobile

Present Group Affiliation:

KNOWN POWERS

Powers: None

Talents: He can use himself as a "Thrown Weapon" in order to combat opponents. If he can be fired at a target, he can do Excellent damage by slamming into that target.

Weapons:

Mace: He occasionally uses a mace to swing at opponents as he flies by them. The mace does Excellent damage.

Cannon: This is a trailer-mounted air-cannon. It is capable of firing a human or other projectile up to 1 area away.

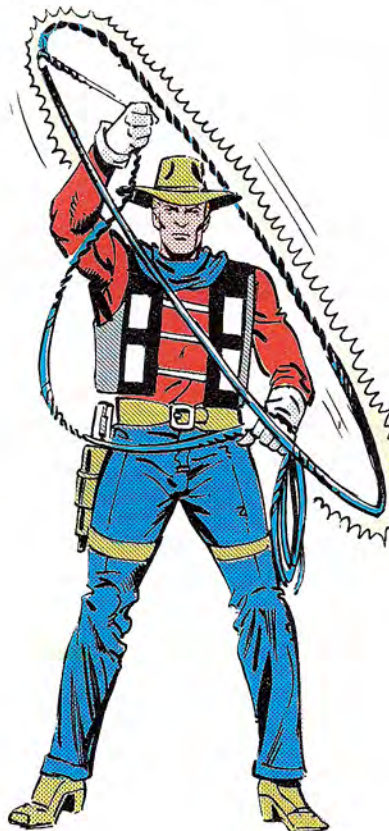
Body Armor: He wears padded steel to protect his head, shoulders, wrists, and feet from the effects of his attacks. The armor has the additional effect of giving him Remarkable protection against physical blows from others.

ADDITIONAL NOTES:

ROLE PLAYING NOTES

The Human Cannonball apparently has either a deathwish or a belief in his own indestructibility. He uses himself as living artillery. He is fired at high buildings in order to enter them from the roof. In a melee, he may be fired directly at large opponents such as the *Hulk*.

LIVE WIRE



STATISTICS

F GD (10)
 A GD (10)
 S TY (6)
 E TY (6)
 R TY (6)
 I TY (6)
 P TY (6)

Health: 32

Karma: 18

Resources: GD (10)

Popularity: 1

BACKGROUND

Real Name: Rance Preston

Occupation: Cowboy, roper, criminal

Legal Status: US citizen with criminal record

Identity: Publicly known

Place of Birth: Houston, Texas

Marital Status: Divorced

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: ex-minion of Psycho-Man

Present Group Affiliation:

KNOWN POWERS

Powers: None

Talents: He is skilled in using his lariat as a weapon or tool.

Weapon:

Electric Lariat: This electrified cable does Good damage against anyone who touches it. If the lariat ensnares a victim, that person is Stunned by Excellent intensity electricity.

Body Armor: Live Wire wears insulated gloves and clothing. These give him Excellent protection against electricity.

ADDITIONAL NOTES:

ROLE PLAYING NOTES

Live Wire is a show-off who likes to impress opponents with his skills before he actually attacks them with his electric lariat.

PRINCESS PYTHON

STATISTICS

F PR (4)
A TY (6)
S TY (6)
E TY (6)
R TY (6)
I TY (6)
P TY (6)
Health: 22
Karma: 18
Resources: GD (10)
Popularity: 2

BACKGROUND

Real Name: Zelda DuBois
Occupation: Snake handler, criminal
Legal Status: US citizen with criminal record
Identity: Publicly known
Place of Birth: France
Marital Status: Single
Known Relatives: None
Base of Operations: Mobile
Past Group Affiliations: Serpent Squad
Present Group Affiliation:

KNOWN POWERS

Animal Control: She has Good control over her pet python.
Talents: She is trained in snake handling.

Python:

F A S E R I P
GD TY EX EX FB FB FB
Health: 56
Karma: 6
Grappling Attack: Excellent damage

ADDITIONAL NOTES:

ROLE PLAYING NOTES

Princess Python uses her python as her weapon and tool. She only fights to protect or avenge her python.

RAJAH

STATISTICS

F PR (4)
A TY (6)
S PR (4)
E TY (6)
R GD (10)
I TY (6)
P TY (6)
Health: 20
Karma: 22
Resources: GD (10)
Popularity: 3

BACKGROUND

Real Name: Kabir Mahadevu
Occupation: Elephant trainer, criminal
Legal Status: Indian citizen with Interpol criminal record
Identity: Publicly known
Place of Birth: India
Marital Status: Unknown
Known Relatives: None
Base of Operations: Mobile
Present Group Affiliation:

KNOWN POWERS

Animal Control (Elephants): Rajah has Good control over his elephant.
Talents: He is a skilled elephant trainer.

Elephant

F A S E R I P
EX GD IN AM FB PR FB
Health: 120
Karma: 8

ADDITIONAL NOTES:

ROLE PLAYING NOTES

Rajah fights atop his elephant. He only engages in personal combat as a last resort.

TEENA THE FAT LADY

STATISTICS

F PR (4)
A FB (2)
S EX (20)
E GD (10)
R TY (6)
I TY (6)
P TY (6)
Health: 36
Karma: 18
Resources: TY (6)
Popularity: 1

BACKGROUND

Real Name: Tina (last name unknown)
Occupation: Circus performer, criminal
Legal Status: US citizen with criminal record
Identity: Publicly known
Place of Birth: USA
Marital Status: Unknown
Known Relatives: None
Base of Operations: Mobile
Present Group Affiliation:

KNOWN POWERS

Powers: None
Talents: Teena is able to use her bulk as a Grappling weapon. If Teena is able to sit on an opponent, that person suffers Good damage.

ADDITIONAL NOTES:

ROLE PLAYING NOTES

Teena is fond of jewelry. Whenever the Circus of Crime raids a town, she always heads for the local jeweler and covers herself in as much jewelry as she can.

STATISTICS

Dark Dimension/Earth Dimension

F	EX (20)	GD (10)
A	EX (20)	GD (10)
S	RE (30)	EX (20)
E	RE (30)	GD (10)
R	EX (20)	GD (10)
I	AM (50)	IN (40)
P	UN (100)	AM (50)

Health: 100/60

Karma: 170/100

Resources: MN (75)/TY (6)

Popularity: 70/5

BACKGROUND

Real Name: Clea

Occupation: Ruler of the Dark Dimension

Legal Status: Princess of the Dark Dimension

Identity: Publicly known in the Dark Dimension

Place of Birth: The Dark Dimension

Marital Status: Single

Known Relatives: Umar (mother), Orini (father), Olmar (grandfather, deceased), Dormammu (uncle)

Base of Operations: The Dark Dimension/Dr. Strange's Sanctum Sanctorum in NYC

Talents: Sorcery, Martial Arts A

Contacts: Dr. Strange, The Defenders

Past Group Affiliations: The Defenders

Present Group Affiliation:

ROLE PLAYING NOTES

Clea is a fairly demure woman, despite her incredible power. In her early adventures she was a subservient daughter and student. She has since become a strong willed and capable leader in her own right. She and Dr. Strange are lovers and equals in matters of sorcery. Despite her affection for Dr. Strange, she does not interfere in his personal struggles.

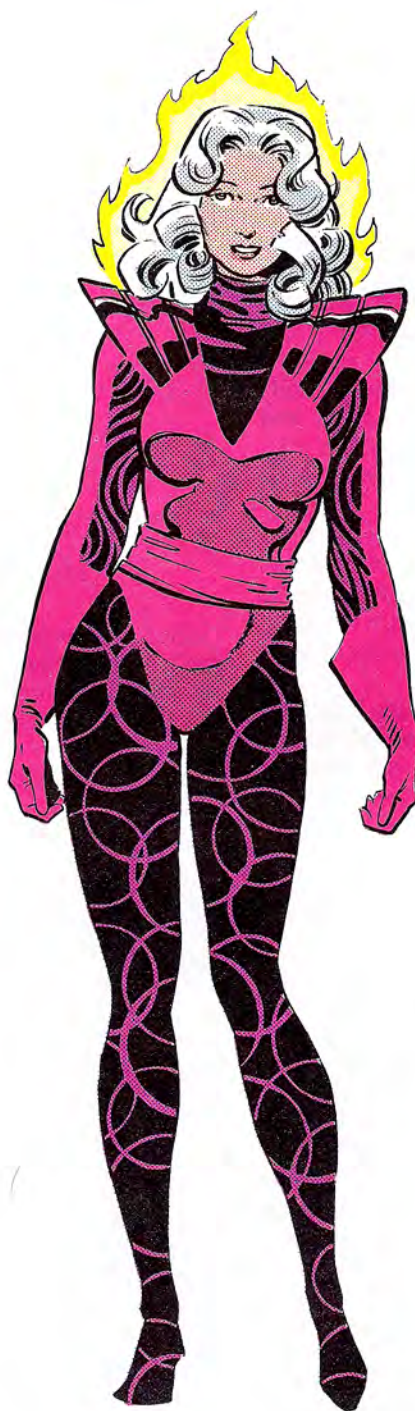
KNOWN SUPERPOWERS

Clea possesses formidable abilities which enable her to manipulate mystical forces for various purposes, due to her training by the Doctor Strange and her Faltine descent. At this point, Clea is Sorceress Supreme of the Dark Dimension,

and her power equals that which Umar wielded at her peak. Clea achieved this higher level in the battle with Umar that led to her becoming ruler of the Dark Dimension. At that point, the "flames of regency" that by Dormammu's spell appear about the head of the Dark Dimension's ruler surrounded Clea's head. The flames, which do not harm her, will remain about her head as long as

she holds the throne.

It is believed that the flames themselves may have increased Clea's power, for when she leaves the Dark Dimension she receives a -1 CS to all of her powers and abilities. Presumably, Clea generates great mystical energy within her own body as Dormammu and Umar do, and can draw upon it. It remains to be seen exactly what she can do with her



newly increased power.

While she was a student of Doctor Strange and removed from the Dark Dimension, her magic, like his, seemed to be derived from three major sources: personal powers of the soul/mind/body (such as mesmerism and thought-casting), powers gained by tapping the ambient magical energy of the universe she inhabits and employing it for special effects (such as illusion-casting and energy projection), and, finally, powers gained through the tapping of mystical energy from other dimensions by invoking entities or objects of power existing in those dimensions. The latter means of power is usually gained by the recitation of spells, either ritualized ones found in various mystical texts or original spells invoking extradimensional assistance.

The full range of Clea's mystical abilities has yet to be seen. However, it has been theorized that she, at least potentially, can now perform any magical feat that her mentor Doctor Strange or her mother Umar can. Clea's abilities are, however, limited by her amount of training and experience.

In the past, Clea has proved herself to be capable of the following mystical effects: the formation and casting of magical energy bolts with an Amazing degree of potency and skill, the projection of her astral self from her physical body to Monstrous distances, the Amazing ability to conjure objects seemingly from thin air, the traversal of dimensions (either personally or via gateways) with Amazing accuracy, the erection of a magical barrier of Unearthly strength or of a magical shield of Amazing power, the Unearthly ability to mold the physical shapes of various objects, the Monstrous power to restructure the very fabric of reality, the Unearthly ability to summon beings from other dimensions, the telepathic transfer of thoughts with Unearthly power, and the ability to teleport across Monstrous distances with great accuracy.

ADDITIONAL NOTES:

HISTORY

Clea is the daughter of Umar, a member of the extradimensional Faltinian race, and of Prince Orini of the Dark Dimension (a small "pocket" universe in a continuum other than Earth's which has very different laws of reality).

When Umar and her brother Dormammu were exiled from their native dimension they allied themselves with Olmar, the ruler of the Dark Dimension. When Olmar was slain by the savage beings known as the Mindless Ones he left only an infant son, Orini, who obviously could not yet succeed his father as ruler.

In recognition of the fact that he and Umar had saved the Dark Dimension from the Mindless Ones, Dormammu was declared regent. Although he took Orini as his ward, Dormammu did not surrender the throne to him when the latter reached adulthood. Instead of assuming the throne, as was his right, Orini became Dormammu's leading disciple.

Upon becoming an adult, Orini met Umar for the first time and fell deeply in love with her. However, she became disgusted by her affair with Orini and has since treated him contemptuously. After Clea's birth, she gave her to Orini to raise, and, until recently, only he and Umar knew that she was Clea's mother.

Clea befriended and aided Dr. Stephen Strange in his first journeys into the Dark Dimension to do battle

with Dormammu, who has long sought to conquer Earth. As a result of these encounters, Doctor Strange and Clea fell in love with each other.

After Dormammu became trapped in another dimension as a result of his clash with Eternity, Umar was able to escape the pocket universe to which he had exiled her.

Upon her return, Umar took over the throne of the Dark Dimension and, determined to avenge her brother's defeat by Strange, used Clea as her hostage to induce him to return and so that she might battle him. Strange rescued Clea from Umar's attempt to kill her, but, in order to safeguard Clea from further attack, was forced to allow his mentor, the Ancient One, to send her into yet another pocket dimension, from which, it was thought, she might never return.

It turned out that Clea had gone to the same dimension to which Dormammu had been exiled. Eventually, Doctor Strange found his way there, just as Dormammu was preparing his long-awaited escape. Strange freed Clea from her exile there, and she came to live on Earth in New York City. She soon moved into Doctor Strange's house and spent several years there as his lover and disciple in the mystic arts. During this time Clea developed a great deal of her mystical potential as her knowledge of magic increased.

With Dormammu's most recent disappearance, Umar assumed the throne of the Dark Dimension and Clea returned to the Dark Dimension to lead the forces of rebellion in their attempt to overthrow her. She was joined there by Doctor Strange, who mystically probed Orini's mind, learned that Umar was actually Clea's mother, and told Clea. Clea finally defeated Umar in personal combat and both she and Orini, who remains loyal to her, were placed in suspended animation within mystic capsules which were sent adrift in another dimension. With them defeated, Clea now rules the Dark Dimension.

STATISTICS

F TY (6)
 A GD (10)
 S EX (20)
 E IN (40)
 R TY (6)
 I EX (20)
 P GD (10)

Health: 76

Karma: 36

Resources: PR (4)

Popularity: 3

BACKGROUND

Real Name: Tyrone Johnson

Occupation: Vigilante

Legal Status: U.S. Citizen

Identity: Secret

Place of Birth: South Boston, Massachusetts

Marital Status: Single

Known Relatives: None

Base of Operations: The Holy Ghost Church, NYC

Talents: None

Contacts: Dagger, Dr. Strange

Past Group Affiliations: Cloak and Dagger

Present Group Affiliation:

ROLE PLAYING NOTES

Tyrone and Cloak are distinctly different people. Tyrone is a timid, shy person with a nearly uncontrollable stutter who is dependent on his friend, Dagger. As Cloak, he is a taller and more imposing person with a deep rumbling voice. He is also an implacable foe who seeks opponents to feed upon. Predator, the demon who dwells within Cloak, is a completely merciless destroyer.

KNOWN SUPERPOWERS

Cloak possesses various superhuman powers derived from the unknown drug with which he was injected. It is not known why Marshall's drug endowed Johnson and Tandy Bowen with unusual powers rather than killing them as it did others. There is apparently some unknown factor in the bodies of Johnson and Bowen that is responsible for the effects that Marshall's drug had on them.

Gateway: Cloak possesses the Unearthly ability to mentally create an aperture into a dimension com-



posed of an insubstantial, featureless, intense black material of unknown nature, with no visual cues as to its surface, even when it is viewed against the background of the Earth dimension. This unknown black material may relate to the black substances and energies manipulated by other superhuman beings.

Cloak is also able to "teleport" himself from one point to another on Earth's surface by entering the dimension of darkness himself, traversing a distance, and emerging back into Earth's dimension. He can take along other people as he does so, or he can "teleport" other people

or objects from one place to another by projecting them through the dimension while he himself remains in the Earth dimension. Cloak has teleported an entire subway train over a short distance by the latter method. Distances within the dimension of darkness differ from those on Earth: a mile on Earth might be only a matter of feet in the other dimension. Hence, Cloak could "teleport" himself through the dimension of darkness from one point on Earth to a point a quarter-mile away in the time it would take to walk a far shorter distance if he remained on Earth the whole time. Cloak seems to be able to perceive the Earth dimension

in some manner while he is in the dimension of darkness, as he suffers no disorientation upon re-emergence, even if he has "teleported" himself a great distance. As yet, Cloak has not used the dimension of darkness to teleport himself more than half a mile.

Spirit Vampirism: Cloak constantly feels a "hunger" of Excellent intensity which compels him to seek out living victims and project them into the dimension of darkness. It is his belief that the dimension somehow "feeds" on the life forces of his victims, which can manifest themselves as light. Hence, Cloak finds himself dependent on Dagger, who generates an unusual amount of life force "light." By absorbing some of Dagger's "light" into the dimension of darkness, Cloak can satisfy his "hunger" for a time without having to project other people into the dimension.

Intangibility: Usually Cloak is intangible, which acts as Monstrous rank Body Armor in combat. He can pass through objects just as objects (such as bullets) pass harmlessly through him. He appears as a shadow in human form, though his facial features remain visible, perhaps through an act of will on his part. Cloak can regain tangible human form through a tremendous act of will. He also regains his tangible form when he has absorbed an unusually great amount of "light," or when he has somehow managed to master his "hunger" for a time by other means, or occasionally due to as yet unknown circumstances. When Cloak becomes tangible, he is as vulnerable to injury as any other human being.

Darkforce Generation: Cloak is able to draw forth the gas-like essence of the Dark Dimension and release it into Earth's atmosphere. Though the aperture he uses to do this could theoretically be formed anywhere within his field of vision, he generally uses his cloak to help him define the area of the aperture. Hence, the darkness seems to issue forth from under his cloak. The largest area Cloak has yet to shroud in darkness is a volume of approximately 4,000 square feet (an entire warehouse). The darkness

which he generates in this manner is of Excellent intensity.

Shadow Casting: In addition to drawing on the powers of his dark dimension to generate the Darkforce, Cloak can nullify more mundane sources of light with Excellent effectiveness.

ADDITIONAL NOTES:

HISTORY

Tyrone Johnson was a 17-year old high school student who lived in a lower income area in South Boston. He was successful in his studies despite the difficulties presented by his disability, a stammer that he sometimes found impossible to control. His best friend was a schoolmate named Billy, who encouraged him in his struggles. One day Tyrone and Billy were walking by a neighborhood store when two thieves burst out from it. A man working in the store pursued them to the doorway, only to be shot dead by one of the thieves. The thieves ran out of sight, and Billy told Tyrone they had better leave as well. Billy began to run, but just then a policeman arrived and ordered him to stop. Tyrone tried to explain that Billy was innocent, but his nervous stammer prevented him from getting the words out. Billy continued to run, and the policeman, thinking he was the thief, fatally shot him. Johnson was overcome with guilt over his inability to prevent Billy's death, and feared that the police would come after him as well. So Johnson became a runaway, and boarded a

bus for New York City.

Johnson arrived at Manhattan's Port Authority Bus Terminal penniless. He spotted another teenage runaway, Tandy Bowen, and was about to rob her when another person snatched her purse. Johnson tackled the thief and returned Bowen's purse. In reward, Bowen bought Johnson some food at a nearby restaurant and they talked about why they had become runaways.

Upon leaving, the two teenagers were approached by men working for criminal pharmaceutical chemist Simon Marshall. The men offered the two runaways a place to stay. Johnson knew the men's offer was spurious, but went along to protect Bowen, who accepted their invitation.

Marshall was working for the Maggia to develop a new synthetic addictive narcotic drug which the mob hoped would be a cheaper substitute for imported heroin. Marshall, who experimented with the drug by injecting it into the bloodstreams of captured runaways, administered it to Johnson and Bowen as well. All of the other runaways who had been injected with the drug died, but Johnson and Bowen somehow survived. The two runaways escaped their cell, and, pursued by gunfire, were forced to dive into the river.

As they attempted to swim to Manhattan, Johnson found himself engulfed by total blackness. But then he saw Bowen, glowing with light. He went to her, and her light dispelled the blackness. They reached the shore, where Johnson began to feel a strange hunger. Seeing his reflection in a window, he realized he now looked like a living shadow.

The two runaways realized that the drug had transformed them into superhumanly powerful beings. Calling themselves Cloak and Dagger, they dedicated their lives to using their powers to save other children and teenagers from being harmed by drug dealers and other criminals.

STATISTICS

F	TY (6)
A	TY (6)
S	EX (20)
E	RM (30)
R	AM (50)
I	RE (30)
P	AM (50)

Health: 62

Karma: 130

Resources: UN (100)

Popularity: 5

BACKGROUND

Real Name: Taneleer Tivan

Occupation: Curator

Legal Status: Unknown

Identity: Unknown to the general public

Place of Birth: Cygnus X-1

Marital Status: Widowed

Known Relatives: Matani (wife), Carina (daughter, deceased)

Base of Operations: The known universe

Talents: History, Cultures, and Technologies of the universe

Contacts: Elders of the Universe

Past Group Affiliations: Elders of the Universe

Present Group Affiliation:

ROLE PLAYING NOTES

The Collector devotes his existence to the discovery and collection of anything that interests him. His involvement with the Earth in the pursuit of this goal tends to be more accidental than purposeful. He will ally himself with those mortals who can aid him. Lately, he has become involved with a scheme to bring himself and his fellow elders even greater power through the destruction of Galactus (and thus, the entire universe).

KNOWN SUPERPOWERS

Cosmic Energy Control: Unlike some of the Elders (such as the Champion or the Contemplator) who have used their long lifetimes to develop vast powers of the body or mind, the Collector has not devoted any of his energies to self-perfection. Hence he has no special superhuman physical or mental abilities. The Collector is more interested in acquiring physical objects of power rather than

developing powers of his own. It is probable that, if he sought to do so, the Collector could channel the ambient energy of the cosmos with Unearthly effectiveness.

Immortality: As an Elder of the Universe, the Collector possesses an immortal body, immune to cellular deterioration and impervious to conventional harm (disease, penetration wounds, etc.).

True Invulnerability: The Collector's unique physiology provides him with Good protection from physical injury.

Regeneration: The Collector's will to live is so strong that he has developed Class 5000 regeneration. Only the dispersion of a major portion of his bodily molecules could prevent his regenerative powers from functioning and cause death.

Precognition: Though he is prone to precognitive flashes of the future, the Collector must meditate for long periods of time in order to make sense of the particulars of the vision (for example, who the participants are, where the foreseen event will



take place, what is its time frame, and so on. Sometimes his visions of the future turn out to have been of events not realized in his own Reality but in an alternate one, as in the case of his vision of Thanos destroying the universe. In either case, however, these visions are of Class 1000 accuracy.

EQUIPMENT

The Collector possesses the finest technology of a hundred thousand worlds, giving him a virtually limitless arsenal of weaponry. He is only limited by what he can locate in a given situation and will always have access to 1-4 devices of Monstrous power.

Temporal Assimilator: One of his most frequently used devices is his Temporal Assimilator, a hand-held device which enables him to time travel for short temporal distances and durations.

He also has a larger-scale time probe which enables him to fish for artifacts in other time periods of a world's history than its present.

Battle Armor: He has a suit of Monstrous battle armor which is made of a substance called etherion, and which enables him to fly.

Starship: The Collector's cargo ship has Class 5000 warp drive capacity. He generally keeps it in hyperspace as he orbits when he is procuring specimens, in order to escape detection. Projecting from the ship into real space is a small, invisible booth-shaped access-portal.

ADDITIONAL NOTES:

HISTORY

Like all the Elders of the Universe, the origin of the Collector is lost in antiquity. What is known about him is that he is one of the oldest living beings in the universe, having been among the first of the universe's races to become sentient in the wake of the Big Bang.

Virtually immortal, the Collector spent the first millennia of his existence with his wife and daughter on the tranquil world he chose as his home base. After their daughter had grown to maturity and left them, the Collector's wife died from mysterious causes. The Collector was wholly unprepared for her demise, having thought her as immortal as he. In meditation, he realized that an important factor in an Elder's immortality is the will to live, and his wife had simply lost hers.

Determined not to succumb to his wife's malady, the Collector meditated upon what he might do to give his life meaning. In a vision, he foresaw that beings of great power would arise one day determined to destroy all life in the universe. To prevent this from happening, he decided to devote his life to collecting living beings and artifacts from throughout the known universe, and placing them in safekeeping. If what he foresaw came to pass, he could repopulate the universe and bequeath to them the knowledge and cultures of the past.

Building himself a large starship, the Collector set forth, stopping at every inhabited world he found to acquire a sample of their finest achievements as well as living representatives of the world's various life-forms. In a matter of years, his ship was completely filled, and the Collector was forced to suspend his mission in order to build expanded facilities for his permanent collection.

With the aid of robo-mechanics

acquired from the planet Cron, the Collector converted several uninhabited planets into giant museums, and transferred his collection there. Every time his ship's hold was filled, he would return to the museum-worlds to deposit his recent acquisitions. At present, the collector has filled ten museum-worlds with artifacts from a hundred thousand planets.

Over the eons, the Collector's monomania became more and more obsessive, making him lose sight of the original reason for which he began his collection. In recent years, the first being of great power he had foreseen as a threat to all life (Thanos of Titan) has been born and later defeated without the Collector's intervention.

When the second such great threat to life, Korvac of Earth, appeared, the Collector decided to send his daughter Carina to spy on him. Korvac slew the Collector before he could reveal to Earth's heroes what he knew of Korvac. A short time later, one of the Collector's kinsman (the Grandmaster) played a contest of champions with the spirit of Death itself and won the power to resurrect the Collector. Apparently, though, this was done at the cost of the Grandmaster's own immortal life.

Resurrected, the Collector resumed his ancient task. In his most recent known vision, he foresaw the recently thwarted attempt of Surtur to destroy Asgard.

The Collector has joined his fellow Elders of the Universe in a plan to slay Galactus, thus causing the existing universe to collapse. By surviving the destruction of the universe and the following Big Bang which would create a new one, the Elders hope to acquire powers on par with those currently wielded by Galactus.

It is ironic to note that the Collector has now become one of the very life-destroying beings which he had once foreseen and planned against.

STATISTICS

F TY (6)
A TY (6)
S TY (6)
E GD (10)
R TY (6)
I TY (6)
P GD (10)

Health: 28

Karma: 22

Resources: FB (2)

Popularity: -3

BACKGROUND

Real Name: Russell Collins

Occupation: Former Navy shipman, now X-Factor trainee

Legal Status: American citizen with a criminal record, still a minor.

Identity: Publicly known

Place of Birth: Unknown

Marital Status: Single

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: Member of the Navy, trainee with X-Factor

Present Group Affiliation:

KNOWN POWERS

Pyrotechnics: Rusty can mentally agitate air molecules to the point where the air, and anything flammable, bursts into flames. His power rank is Monstrous. He is learning to control his power. At present he must make a Psyche FEAT roll to call forth and control flames each round. The flames normally inflict up to Excellent damage. If he is under great stress or is excited, his power immediately manifests itself. The greater the threat, the more powerful the flame (encompassing up to two areas and causing Amazing damage).

If Rusty does not make a yellow Psyche FEAT roll to control this wild fire, it will continue to rage until either he does get it under control or he is rendered unconscious.

Heat Resistance: Rusty has Unearthly rank resistance to heat and flames, although it seems as if he is totally invulnerable to the casual observer.

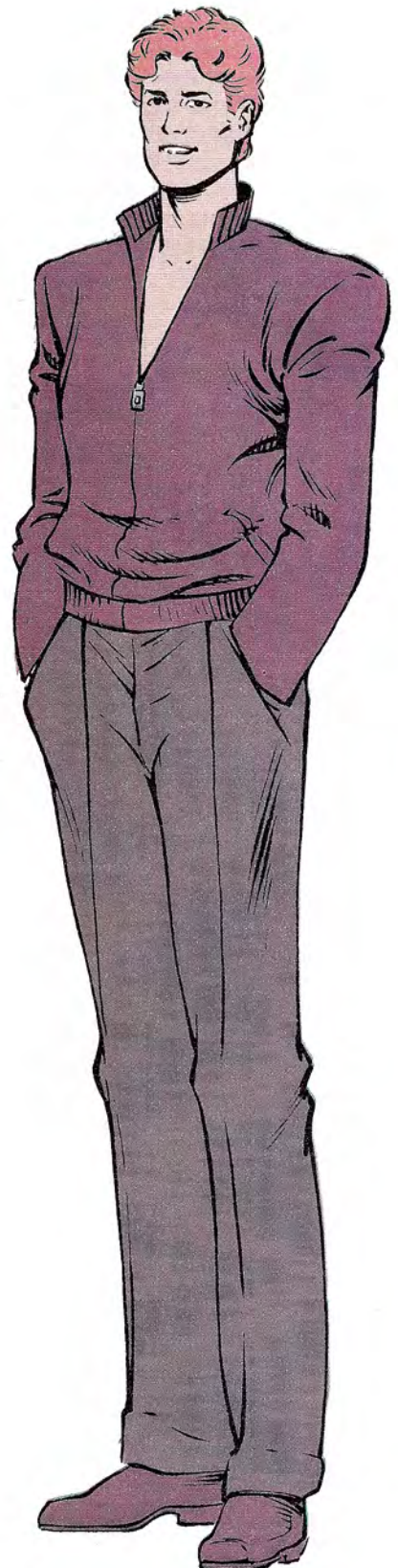
Talents: As an X-Factor trainee, Rusty has the Student Talent.

Contacts: As a trainee with X-Factor, Rusty has access to their equipment and assistance.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Rusty is still young, just barely 18. He is still somewhat frightened of what might happen if he loses control over his powers. He is smitten with puppy love for his fellow trainee Skids.



HISTORY

Little is known of Rusty Collins' life before he joined the Navy. He served on the *U.S.S. Essex* after enlisting at the minimum age. While in San Diego on leave with Chief Petty Officer Fisher, his mutant power manifested itself for the first time when he

accidentally disfigured the Chief's girlfriend. Rusty was taken into custody by the Naval authorities, but went berserk when Fisher tried to kill him.

Afraid that his attempt to kill Collins would be discovered, Fisher called up X-Factor. In their first case, they proceeded to track down Rusty and "bring him in." Fisher had no desire to have them turn the young mutant over to the Naval authorities, so Rusty was taken in by X-Factor.

The group helped him develop some control over his powers.

Rusty is still wanted by the Federal authorities. He has been hunted by Freedom Force in the past. He is romantically involved with Skids, a Morlock mutant whose force field makes her immune to any of his accidental flame bursts. As the first X-Factor trainee, Rusty now acts as a "deputy leader" for the other trainees. He was recently captured by the Right along with the other trainees.

STATISTICS

Armored form/Organic form

F GD (10)
A GD (10)
S MN (75)/EX (20)
E AM (50)/EX (20)
R TY (6)
I TY (6)
P EX (20)

Health: 145/60

Karma: 32

Resources: PR (4)

Popularity: 10

BACKGROUND

Real Name: Piotr (Peter) Nikolaievitch Rasputin

Occupation: Adventurer, Art Student

Legal Status: Citizen of the USSR

Identity: Secret

Place of Birth: Ust-Ordynski Collective, Siberia, USSR

Marital Status: Single

Known Relatives: Nikolai (father), Alexandra (mother), Illyana (a.k.a. Magik, sister), Mikhail (brother, deceased)

Base of Operations: Xavier's School (X-Men Mansion), Westchester County, NY

Talents: Pilot, Artist

Contacts: X-Men, X-Factor, New Mutants, X-Calibre

Past Group Affiliations: X-Men

Present Group Affiliation:

ROLE PLAYING NOTES

Colossus is a quiet and stalwart hero. He is intensely loyal to his friends and teammates and a relentless foe of anyone who would harm them. His Russian heritage is a source of great pride for him and he occasionally feels guilt over having left the Soviet Union. However, he feels that he is needed in the X-Men and as a protector for his sister.

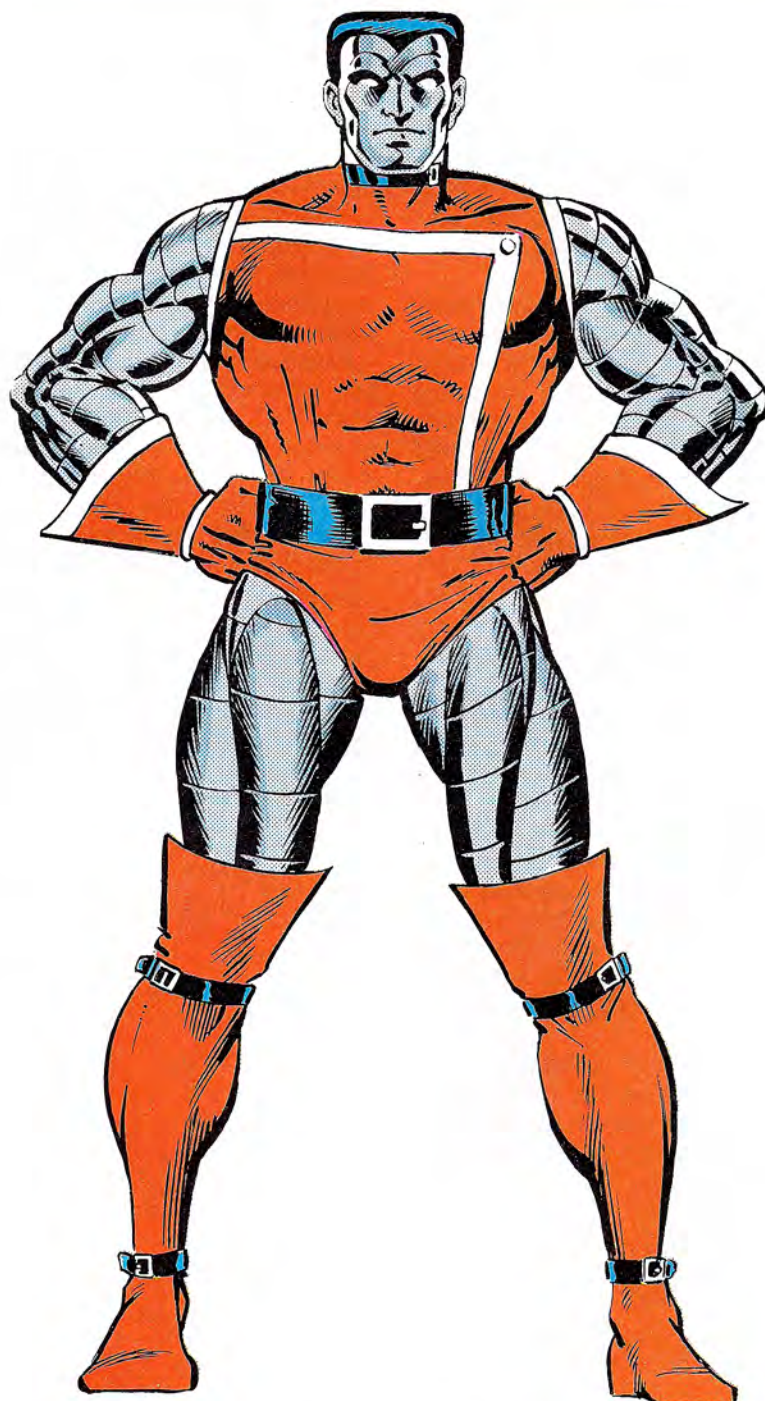
KNOWN SUPERPOWERS

Alter Ego: Colossus is a mutant with the superhuman ability to convert the tissue of his entire body into an organic steel-like substance, granting him superhuman strength and a high degree of resistance to bodily harm. This substance, resembling "organic steel", is of unknown composition but appears to be analogous

to both osmium and carbon steel. He is able to transform into this armor-like state at will (the process is virtually instantaneous) and remain in that form for an as yet undetermined amount of time. Once in his armored form, he remains in it until he consciously wills himself back to normal. If he is rendered unconscious, however, he spontaneously reverts to his normal form. While in his armored

state, Colossus possesses the same degree of mobility that he does in his normal form.

The process by which Colossus transforms himself to armored form and back again (including his gain of additional mass from an unknown, perhaps extradimensional source) remains unknown. Colossus cannot become partially or selectively armored: his body is either entirely



converted or not. Even his eyes become steel-like: his eyeballs can withstand and deflect the impact of a .45 caliber bullet.

Colossus is in unusually fine physical health, permitting the transition back and forth from his normal organic flesh state to his armored form to occur with minimal stress on his system.

Body Armor: In his armored form Colossus is highly resistant to most forms of bodily harm. His armor is capable of withstanding Amazing ballistic penetration, including that of a 110 millimeter Howitzer shell. He could survive a collision with a loaded, one ton flatbed truck at 100 miles per hour, or an explosion of 450 pounds of TNT.

He can survive Monstrous extremes of temperature ranging from 70 degrees Fahrenheit above absolute zero (-390 degrees F) to approximately 9000 degrees F. However, it is theorized that above the latter temperature, his armored form would begin to melt.

Colossus's armored form cannot rust under normal Earth conditions and it has Excellent resistance to any type of corrosive substance (like acid). In addition, Colossus has Remarkable resistance to electrical damage or attacks while in his armored form.

Self Sustenance: Colossus has exhibited a minimal or nonexistent need to breathe while in his armored state. However, it is believed that he could not survive for long in a vacuum.

HISTORY

Piotr Rasputin was born at the Soviet collective farm called Ust-Ordynski Collective near Lake Baikal in Siberia. His superhuman powers emerged in adolescence. At first, Rasputin was content simply to use his powers to aid the other members of the Collective.

However, Rasputin was contacted by Professor Charles Xavier, founder of the X-Men, who was in the course of organizing a new team of mutant X-Men to help him rescue the original group from the sentient island Krakoa. Rasputin agreed to leave the farm community in which he was born and raised to go to America with Xavier. Xavier gave Rasputin the code name "Colossus," and Rasputin aided Xavier's other new recruits in their battle with Krakoa. After the battle was over, Rasputin

remained in the United States with the new X-Men, and he has served with them ever since.

In order to force the X-Men to free her employer Arcade from captivity by one of Doctor Doom's robots, the woman known as Miss Locke kidnapped many of the X-Men's loved ones to use as hostages. Among her captives was Colossus's younger sister, Illyana, whom Locke somehow kidnapped from the Siberian collective farm and transported to the United States.

The X-Men freed Illyana from captivity, and she went to live with her brother Piotr (known as Peter in America) at Xavier's mansion. Due to her later captivity in a dimension known as limbo, where she spent years while only mere moments elapsed on Earth, Illyana became the adolescent sorceress known as Magik. Peter and Illyana continue to live at Xavier's mansion today.

ADDITIONAL NOTES:

STATISTICS

F GD (10)
A GD (10)
S GD (10)
E EX (20)
R PR (4)
I GD (10)
P GD (10)

Health: 50

Karma: 24

Resources: GD (10)

Popularity: 3

BACKGROUND

Real Name: Frank Schlichting

Occupation: Criminal

Legal Status: U.S. Citizen with no criminal record

Identity: Secret

Place of Birth: Racine, Wisconsin

Marital Status: Divorced

Known Relatives: None

Base of Operations: Mobile

Talents: Crime

Contacts: The Corporation (now defunct)

Past Group Affiliations: Former ally of Sabertooth, Justin Hammer, and Viper (II)

Present Group Affiliation:

ROLE PLAYING NOTES

The Constrictor is a small-time thug interested in gaining wealth by doing strong-arm work for other people. He is also after personal fame, but mainly as a means of commanding higher fees.

KNOWN SUPERPOWERS

None; all of Constrictor's abilities are due to the equipment which he employs in his crimes.

EQUIPMENT

Body Armor: The Constrictor wears an electrically-insulated, partially bullet-proofed battle-suit which provides him with Good protection from physical attacks and is a Remarkable insulator of electrical attacks.

Tentacles: The chief offensive weapon of Constrictor's battle-suit are its twin lengths of cybernetically-controlled, electrically-powered cables. These cables, which eject and retract from special appliances running from shoulder to wrist, are made of an Unearthly Adamantium

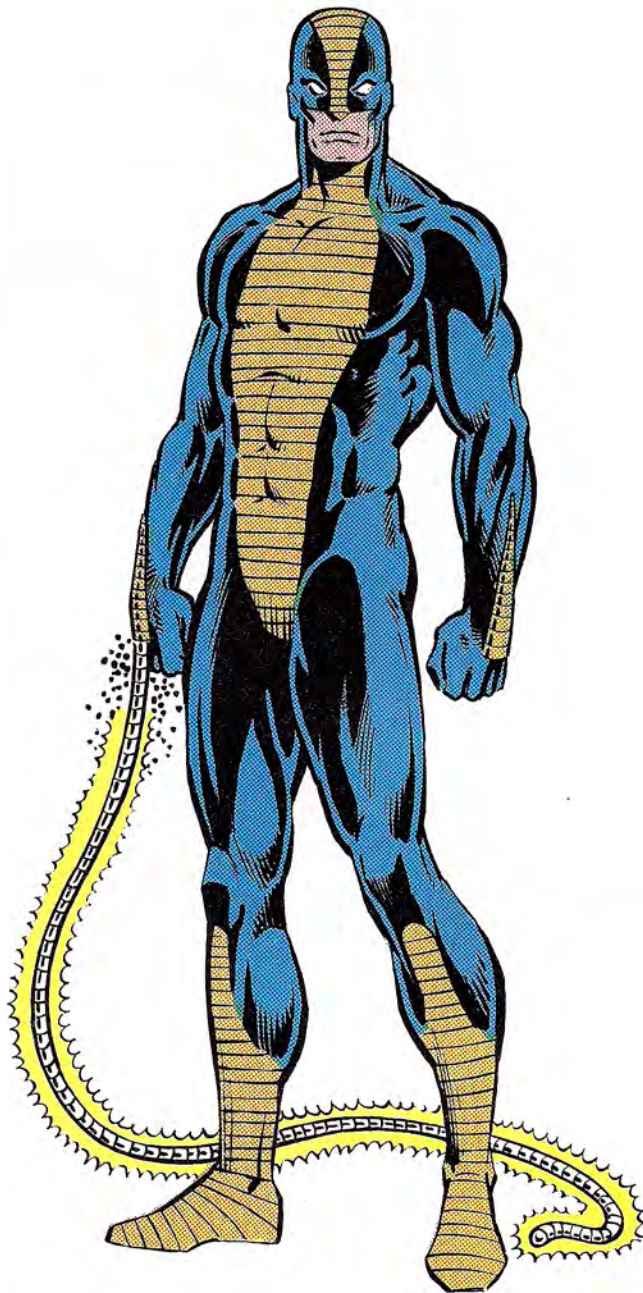
alloy (Adamantium being the strongest metal forged by man).

Able to extend a maximum length of 30 feet, the Adamantium cables can be used as whips which do Incredible damage and are capable of rending steel and lesser metals, or as bonds, in which case they are capable of entwining an object or human being and constricting with a Remarkable force of 115 pounds per square inch. Once securely around an object or human being, the cables are unbreakable. They can kill an average human being by constricting

tion in a matter of seconds.

Electrical Generation: The Constrictor wears a power-pack in the bullet-proofed chest area of his suit capable of generating a Monstrous electrical charge which he can direct through the length of the cables. He can generate a maximum charge of 35,000 volts of high-frequency electricity for up to 3 minutes before he depletes his power-pack. He can cybernetically control the amount of voltage he channels through each cable.

The cybernetic circuitry control-



ling the functions of the cables is located in the forehead area of his cowl. The circuitry housing is bullet-proofed and insulated against most forms of jamming radiations.

ADDITIONAL NOTES:

HISTORY

Frank Schlichting was a small-time hoodlum and enforcer for the Chicago-area mobs who went to the West Coast to make a bigger name for himself. Applying to Eugene Kligger of the now-defunct criminal organization known as "the Corporation", Schlichting was outfitted with a special suit of body armor and weaponry which the Corporation contracted weapons-maker Justin Hammer to build. Dubbed the Constrictor, Schlichting was employed as a special operative and hit man. His first public mission brought him into conflict with the Hulk.

When The Corporation was dissolved, the Constrictor went freelance, accepting assignments from any individual or group who met his price. The Constrictor was invited to join the Serpent Society, but refused.

STATISTICS

F FE (2)
A GD (10)
S PR (4)
E UN (100)
R ShX (150)
I UN (100)
P MN (75)

Health: 116

Karma: 325

Resources: AM (50)

Popularity: 20

BACKGROUND

Real Name: Tath Ki

Occupation: Philosopher

Legal Status: Unknown

Identity: Unknown to the general public

Place of Self-Awareness: Coal Sack Nebula

Marital Status: Single

Known Relatives: None

Base of Operations: The universe

Talents: Philosophy, Meditation

Contacts: Elders of the Universe

Past Group Affiliations: Elders of the Universe

Present Group Affiliation:

ROLE PLAYING NOTES

The Contemplator feels that his every move is in accordance with the wishes of the cosmos itself. Therefore, he feels no anxiety over anything he does. He is a quiet, soft-spoken, pacifist who is insufferably smug.

KNOWN SUPERPOWERS

Iron Will: The Contemplator has complete mastery over his physical form and a high degree of sensitivity and understanding of the fundamental forces of the universe itself. The Contemplator can control all of his body's involuntary responses (heartbeat, respiration, nerve ending responses, perspiration) as well as all of his body's natural functions and needs.

Energy Channeling: Further, he can perform great feats of physical coordination and agility simply by trying. As a pacifist, he seldom has any need for physical strength or battle skills, yet if he so desired he could channel his energies into such physical acts, thus raising his Fighting,

Agility, or Strength to Unearthly levels, with surprising effectiveness.

Telepathy: The Contemplator's eons-long devotion to mental development has given him psionic powers of fantastic scope. Foremost amongst these is his Unearthly ability to transmit thoughts directly from his mind to another.

Astral Body: By universal attunement he has learned of the existence of alternate universes and he can use his cerebral powers (which are of Shift Z rank in such matters) to either transport himself to one, or to partially phase into another universe, making himself intangible and partially invisible.

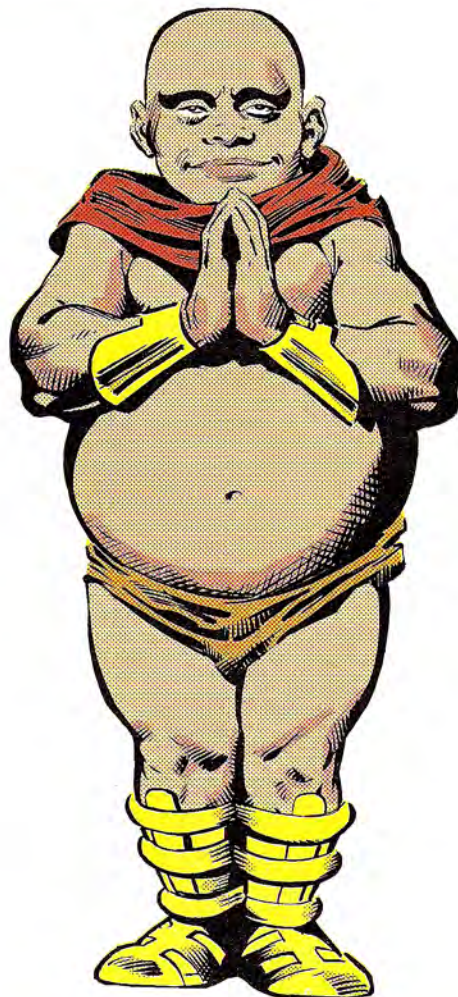
Levitation: The Contemplator is able to focus his mind's great power in such a way as to defy the very forces of gravity with that bind the universe together. This power is of Unearthly rank.

Telekinesis: In a manner similar to

that in which he levitates himself, the Contemplator can manipulate objects by sheer effort of will. His mind is of Unearthly strength when doing this.

Teleportation: The Contemplator is able to transport himself by psychic means from one location to another. He has Class 1000 range when so doing.

Precognition: Through meditation, the Contemplator can expand his field of awareness to near-infinite parameters. This is popularly called "cosmic consciousness" or "becoming one with the universe", and is of Shift Y power. By such universal attunement, he can probe the many phenomena that comprise reality and learn whatever he wishes.



HISTORY

Like all the Elders of the Universe, the origin of the Contemplator is lost in antiquity. What is known is that he is one of the oldest living beings in the universe, having been a member of one of the first of the universe's races to become sentient in the wake of the Big Bang.

Virtually immortal, the Contemplator has spent his eons-long life in meditation, developing the powers of his mind and spirit, and using them to plumb the mysteries of the universe. He is now as in tune with the forces of the cosmos as a physical being can be. He believes his every action is dictated by the "desires" of the cosmos itself.

Essentially a benevolent being, the Contemplator sometimes intervenes in the lives of worthy lesser beings to show them the way to greater enlightenment. Most of his time, however, is spent in meditation, contemplating the infinite wonders of the universe with which he is intimate.

STATISTICS

F RM (30)
A RM (30)
S EX (20)
E RM (30)
R EX (20)
I PR (4)
P TY (6)

Health: 110

Karma: 30

Resources: EX (20)

Popularity: -5

BACKGROUND

Real Name: Basil Sandhurst

Occupation: Research Scientist

Legal Status: U.S. Citizen with criminal record

Identity: Publicly known

Place of Birth: Kittery Point, Maine

Marital Status: Single

Known Relatives: Vincent (brother, deceased)

Base of Operations: Mobile

Talents: Engineering

Contacts: Thanos

Past Group Affiliations: Former lackey of Thanos

Present Group Affiliation:

ROLE PLAYING NOTES

The Controller prefers to work in secret. He would much rather not fight with superheroes until the battle is on his own terms. He is slowly building an army of enslaved Yuppies who currently flock to his tanning studios.

KNOWN SUPERPOWERS

All of the Controller's powers are aspects of his equipment.

EQUIPMENT

Exo-Skeleton: The Controller possesses a stainless steel exo-skeleton/body armor that was micro-surgically attached to his body from head to toe and provides him with Remarkable protection from physical attacks.

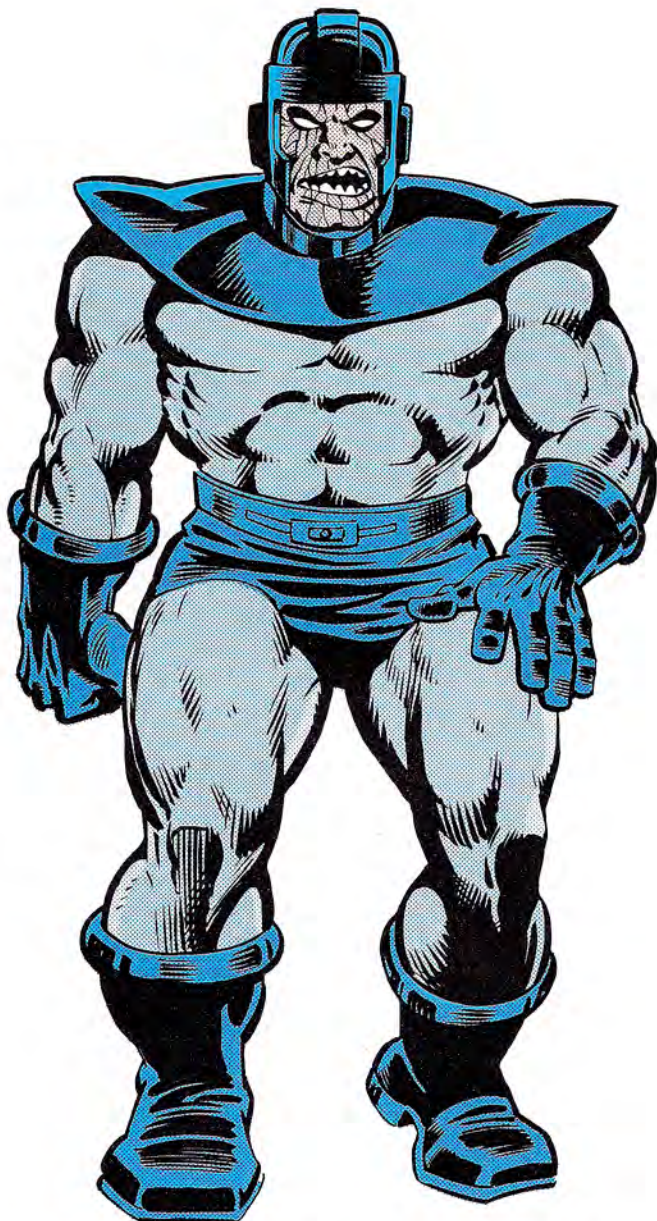
The exo-skeleton is covered with micro-circuited power converters designed to receive cerebral energies in the form of extra-dimensional radiation and re-convert it into energy for physical strength. The cerebral energies he taps are the latent psionic powers that lie dor-

mant in virtually all human beings. The Controller's own cerebral energies are sufficient to power his exo-skeleton at the strength level noted above.

Enhanced by the cerebral energies of others, the Controller's strength grows proportionately. Each slave disc is capable of diverting about 85% of a person's cerebral energies to the Controller's use. With 20 people under his control, the Controller can lift about 2 tons; with 200, he could lift 20 tons. There is, however, a practical limit to both the number of people he can control at one time (determined by how many

slave discs he has manufactured), and how much power the exo-skeleton's receptors and actuators can transform and use at one time. Since being augmented by Titanian technology, the exo-skeleton enables the Controller to lift (press) an observed upper limit of approximately 50 tons.

Power Transferral: The cerebral energies drained by the slave discs occasionally confer upon the Controller powers other than physical strength. If the person he places a slave disc upon has an above-average psionic potential, the Controller is granted their psionic



abilities as well as their physical strength. In this way, the Controller has temporarily possessed the power of levitation and psychokinesis, which faded as he was defeated and his subject's slave discs were removed.

Telepathy: The Titanian slave discs now used by the Controller can create an Amazing telepathic link between the Controller's mind and that of the person wearing the disc.

Mind Control: Through concentration, the Controller can direct a subject's actions mentally for as long as he concentrates upon his or her. He is only able to concentrate on one person at a time.

ADDITIONAL NOTES:

HISTORY

Basil Sandhurst was a research scientist whose reputation for unorthodox practices and theories resulted in his being barred from all legitimate commercial and governmental research enters. Thanks to the influence of his brother Vincent, an unscrupulous lawyer, Sandhurst found work at Cord Industries, one of the leading competitors of Stark Industries (now Stane International). During a visit by his brother, Sandhurst, feeling stifled by the mundane routine of his work, went into a frenzy, wrecking valuable instruments and machinery. Attempting to pacify his brother, Vincent accidentally pushed him onto a counter top upon which were vessels filled with volatile chemicals. The chemicals exploded scarring and crippling Basil Sandhurst but leaving Vincent relatively unscathed.

Consumed by guilt, Vincent embezzled funds from Cord Industries to outfit his paralyzed brother with an automated laboratory of his own. Sandhurst used the facilities to create a "mental wave absorbatron", a device that drained the cerebral energies of whoever was connected to it. He then transferred it to a uniquely-equipped exoskeleton that the crippled Sandhurst wore, in the form of motive power.

Calling himself the Controller, Sandhurst devised palm-sized "slave discs" which, when affixed to a person's forehead, converted that person's cerebral energies into an unusual form of broadcast power that is transmitted to the absorbatron. From there, it is then retransmitted to the exo-skeleton where it is converted to a simulated-life-motive force. Although he managed to enslave an entire town, the Controller was defeated by Iron Man when he was tricked into going out of the absorbatron's reception/transmission range.

Later, as an ally of Thanos, the Controller was given modified slave discs, augmented by Titanian technology, which directly beamed the converted cerebral energies to the Controller without the bulky absorbatron machine as a medium.

Although the Controller's current activities are unknown, he recently battled Iron Man in his southern California headquarters. During this conflict, Iron Man was able to sabotage most of the Controller's armor's functions. Despite the fact that his slave discs still remain operational, the Controller can no longer draw energy or powers through them. It is unknown how long it will take him to repair his equipment or if he even can. His new abilities are:

F	A	S	E
TY	TY	TY	EX

STATISTICS

F TY (6)
A TY (6)
S TY (6)
E TY (6)
R GD (10)
I EX (20)
P GD (10)

Health: 24

Karma: 40

Resources: GD (10)

Popularity: -10

BACKGROUND

Real Name: Jackson Day

Occupation: Laborer, criminal

Legal Status: U.S. citizen with a criminal record

Identity: Secret

Place of Birth: Smyrna, Delaware

Marital Status: Single

Known Relatives: None

Base of Operations: Mobile

Talents: None

Contacts: Inner Circle (now defunct)

Past Group Affiliations: Inner Circle

Present Group Affiliation:

ROLE PLAYING NOTES

The Corruptor operates by exploiting the baser natures of his victims. He simply releases the darker sides of a person's self and then lets them do his work for him. He knows that his power is easy to defend against, so he tries to operate secretly.

KNOWN SUPERPOWERS

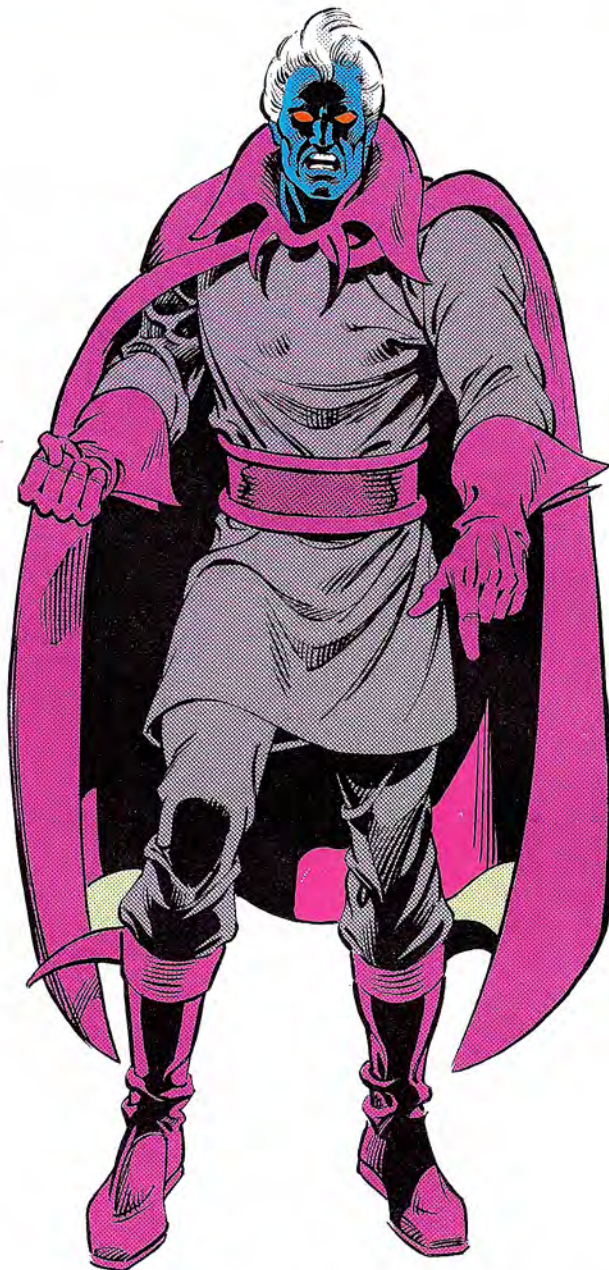
Mind Control Touch: The Corruptor has the power to subvert the will of virtually any living being by mere touch. The sweat glands of his skin release a Monstrously potent psychoactive chemical that, upon contact with another person's skin, triggers a metabolic change that overrides the inhibition center of the brain. As a result, the victim is very susceptible to the Corruptor's suggestions, or left to his or her own volition, will act in a highly uninhibited, selfish, or immoral manner.

The period of time under the Corruptor's influence is dependent upon the length of contact with the Corruptor's skin, and hence the amount of toxin that has been absorbed by the skin and reached the brain through

the bloodstream. This period of "corruption" varies from about a half-hour to twenty-four hours. The limit to the amount of toxin his skin produces is not yet known, nor is the limit to the number of people the Corruptor can put under his influence consecutively. He can affect more than one person at a time if more than one person is touching or being touched by him. In order to keep a person under his influence over a long period of time he must touch him or her before the toxin dissipates.

Through experimentation, the

Corruptor has discovered that if a person is in a highly emotional state of mind he or she will remain under his influence for a far greater period of time, perhaps even for days. This occurs because the inhibition centers of the brain are already stimulated at the time the toxin enters.



ADDITIONAL NOTES:

HISTORY

Jackson Day was a factory worker at the shipping department of a pharmaceutical manufacturing company that specialized in psychoactive chemicals. When a fire broke out he was doused with a mixture of potent heated chemicals. Days later, he discovered that the chemicals had affected both his body and mind; psychoactively unleashing his selfish, hateful tendencies, turning his skin a sickly blue-black, and granting him the ability to subvert the wills of those he touches.

For the first week of Day's transformation into the Corruptor, his body tried to shake off the effects of the chemicals and he would revert to his normal form periodically. Since then,

his body has fully assimilated the psychochemicals and he can no longer turn back to his normal human state.

Calling himself the Corruptor, he touched the Asgardian thunder god Thor and caused him to lose his inhibitions against wanton violence. Thor was brought back to his senses by the fledgling crimefighter, Nova, and the two apprehended Day.

While undergoing medical treatment, Day reverted to his Corruptor persona, escaped, and formed a criminal organization called the Inner Circle. The Corruptor planned to loot New York with armies of ordinary citizens under his influence, but his scheme was again thwarted by Nova. The Corruptor has since used the Hulk as his pawn, but his current whereabouts are unknown.

STATISTICS

Original/Modified Values

F GD (10)/EX (20)
A TY (6)/EX (20)
S GD (10)/UN (100)
E GD (10)/UN (100)
R IN (40)/IN (40)
I IN (40)/IN (40)
P RE (30)/RE (30)

Health: 36/240

Karma: 110/110

Resources: AM (50)/FE (2)

Popularity: 40

BACKGROUND

Real Name: Count Luchino Nefaria

Occupation: Maggia leader, later supercriminal

Legal Status: Italian citizen with American criminal record

Identity: Publicly known

Place of Birth: Rome, Italy

Marital Status: Widower

Known Relatives: Countess Guilieta Nefaria (a.k.a. Whitney Frost / Madame Masque, daughter)

Base of Operations: Mobile

Talents: Strategy, Crime

Contacts: Countess Nefaria, Lethal Legion

Past Group Affiliations: Maggia, original Ani-Men, Lethal Legion

Present Group Affiliation:

ROLE PLAYING NOTES

Count Nefaria is a grandstander who likes to set impossible challenges for himself and then overcome them. He chafes at the relative timidity of his fellows in the Maggia while they see him as a dangerous show-off. As his resources have dwindled, he has placed a greater emphasis on his personal abilities.

KNOWN SUPERPOWERS

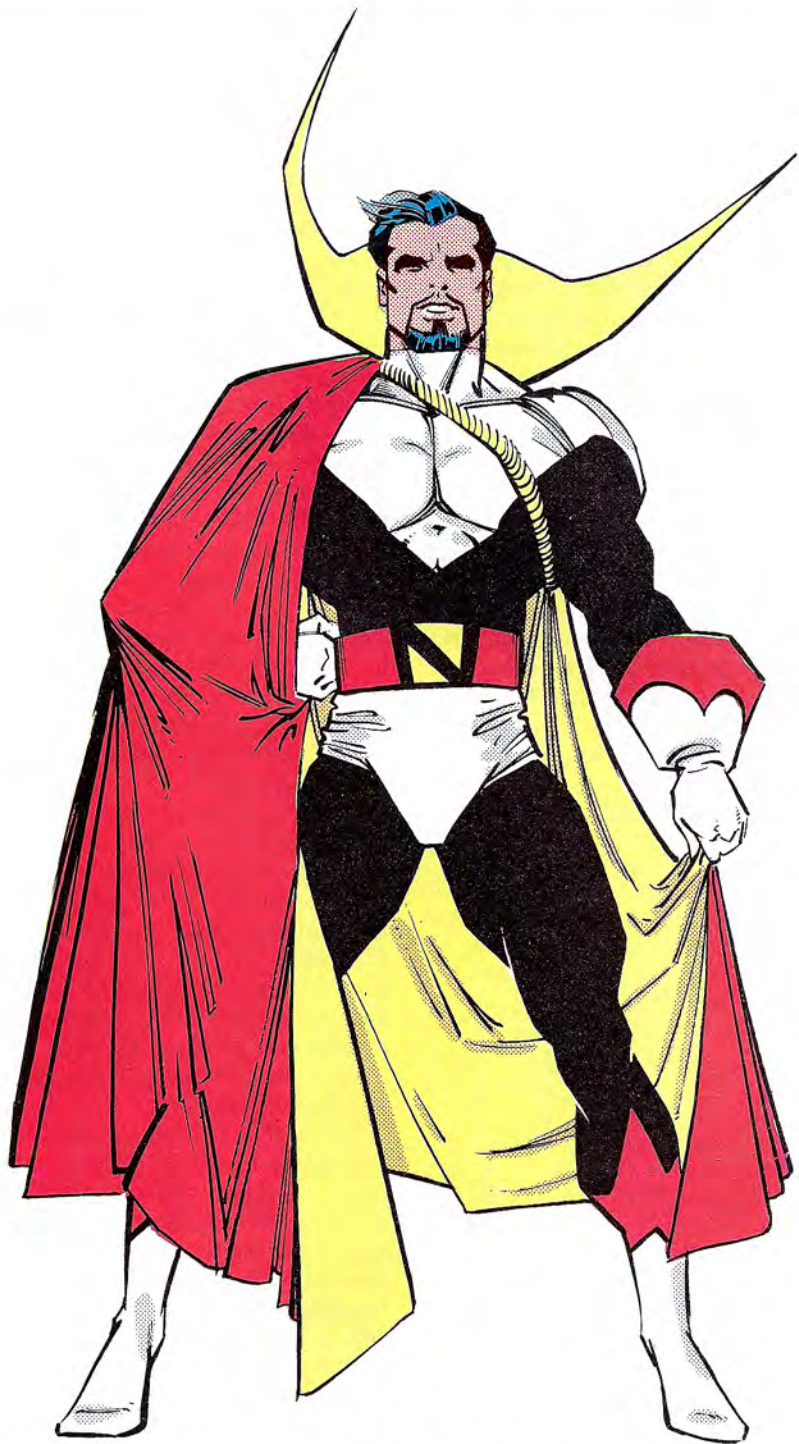
For most of his life Count Nefaria possessed no superhuman powers whatsoever. However, due to Professor Kenneth Sturdy's treatment, Nefaria briefly possessed the same superhuman abilities as the Living Laser (that is to say, the powers the Laser possessed before he became a being composed wholly of energy), the original Power Man (more specifically, the powers that Power Man had before he became the second Goliath) and the Whirlwind. How-

ever, each of Nefaria's superhuman abilities was a hundred times greater than the similar superhuman power possessed by one of these three other criminals.

True Invulnerability: Besides superhuman strength, Nefaria possessed Unearthly resistance to injury, and survived a blow from Thor's enchanted hammer unharmed. Against fire, cold, or acid based attacks his pro-

tection is somewhat lessened, being of only Monstrous levels.

Laser Generation: Due to Sturdy's treatment Nefaria could also project Unearthly laser beams from his eyes and hands. Although the Living Laser needed graviton generators and laser diodes implanted into his skin to generate and project his laser beams, Nefaria required no mechanical devices to use his own ability to



create laser beams. Apparently, Sturdy altered Nefaria's body in such a way that allowed the count to generate and project laser energy without artificial aids. The limits on the amount of laser energy that Nefaria could project are unknown.

Hyper-Speed: Sturdy's treatment also enabled Nefaria to move at Monstrous speed and permitting him to make up to 5 attacks per turn. Unlike the Whirlwind, Nefaria did not have to spin about in order to employ this ability. Theoretically, Nefaria could have run at up to 5000 miles per hour in a straight line for 30 minutes, without tiring appreciably. Sturdy altered Nefaria's body to enable it to withstand the adverse effects of movement at superhuman speed.

Hyper-Leaping: Although Nefaria seemed to be able to fly, he could not do so. Instead, due to Sturdy's treatment, Nefaria could make Monstrous leaps to great heights.

ADDITIONAL NOTES:

HISTORY

Count Luchino Nefaria was the descendant of a long line of Italian noblemen, and had inherited a vast fortune. Nefaria was also a man of unusual contradictions. He was conservative in many of his tastes and attitudes, and therefore dressed in the fashions Italian noblemen wore much earlier in the century. On the other hand, Nefaria was fascinated with technological advances, and throughout his life commissioned scientists to create inventions that were far in advance of contemporary

science.

Nefaria also greatly valued his family tradition of utter respectability, yet his lust for even greater wealth and power led him to become a powerful figure in the Maggia, the notorious international crime syndicate which has its origins in southern Europe, but included no noblemen. As a young man, Nefaria quickly made himself a powerful force in the Maggia through the offering of large sums of money to established Maggiosi, the financing of major criminal operations for the Maggia in return for shares of power, the advanced weaponry his scientists devised for him, and his own immense talent for criminal strategy.

The newly formed Avengers devoted much of their time in the early history of that group to the capturing of Maggia criminals and causing the shutdown of many profitable Maggia criminal operations. Count Nefaria decided to deal with the Avengers himself. Having planned to move to America anyway, Nefaria had his ancestral castle in Italy disassembled stone by stone and reassembled atop the New Jersey Palisades. He announced that he was opening the castle to the public and that profits from admission fees would be donated to charity. He invited the Avengers to the opening day ceremonies.

Once the Avengers were inside the castle, however, Nefaria trapped them under so-called "time-transcender beams," which, in effect, put them into suspended animation. Nefaria then created life-size hologram-like images of the Avengers which he could project over great distances, which he could cause to move like living humans, and through which he could project recreations of the real Avengers' voices. Nefaria caused the images to publicly proclaim that the Avengers were going to seize control of the United States.

As a result, the real Avengers, once they were set free, found themselves in conflict with the United States Army. The Avengers finally defeated Nefaria, who confessed his guilt in framing them. The Avengers were cleared and Nefaria was publi-

clyed as a criminal and deported to Italy. Many of Nefaria's criminal allies and employees deserted him, and he was now no more than one among many Maggia "family" heads.

By now, Nefaria was virtually destitute. He decided he would have himself given superhuman powers greater than those of virtually any other human being. Nefaria formed the second Lethal Legion, consisting of the Living Laser, the original, criminal Power Man, and the Whirlwind. Nefaria then had Profally Klaus Sturdy, former chief assistant to Baron Heinrich Zemo, increase these three criminals' powers for roughly an hour, and sent them to battle their old enemies, the Avengers.

But Sturdy and his assistants had also analyzed the cellular and genetic structure of the three superhumanly powerful criminals, and used their findings to duplicate their powers in Count Nefaria, but magnified a hundredfold. Once empowered, Nefaria mortally wounded Sturdy so that he could never give equal powers to someone else. But the dying Sturdy told Nefaria that his new powers were causing the count to age at incredible speed, so that Nefaria would be dead in two days. (Actually, Sturdy was lying, and Nefaria lived beyond the two day limit.) Sturdy said that only he himself could control the aging process, but now he could not because he himself would be dead. Crazy with fear and rage, Nefaria attempted to destroy New York City, but was stopped and captured by the Avengers.

STATISTICS

F RM (30)
A IN (40)
S AM (50)
E MN (75)
R GD (10)
I EX (20)
P GD (10)

Health: 195

Karma: 40

Resources: GD (10)

Popularity: 5 (25 in USSR)

BACKGROUND

Real Name: Dimitri Bukharin

Occupation: KGB agent and special operative

Legal Status: USSR citizen

Identity: Publicly known

Place of Birth: Kuybyshev, USSR

Marital Status: Single

Known Relatives: None

Base of Operations: Moscow, USSR

Past Group Affiliations: Former ally of Titanium Man, Slasher, and the Griffin; ex-Soviet Super-Soldier

Present Group Affiliation:

KNOWN POWERS

Powers: None.

Body Armor: All powers are derived from devices within the Crimson Dynamo exoskeleton. Without the armor, Bukharin's stats are:

F	A	S	E	R	I	P
TY	GD	TY	EX	GD	EX	GD

The armor possesses Amazing Material Strength. Reinforced shoulder pads allow it to inflict Monstrous damage when ramming a target.

Electricity: Incredible damage at a range of 3 areas.

Infra-Vision: Incredible rank

Microwave Detection: Excellent rank

Radio Emission: Incredible ability to jam ordinary radio and radar.

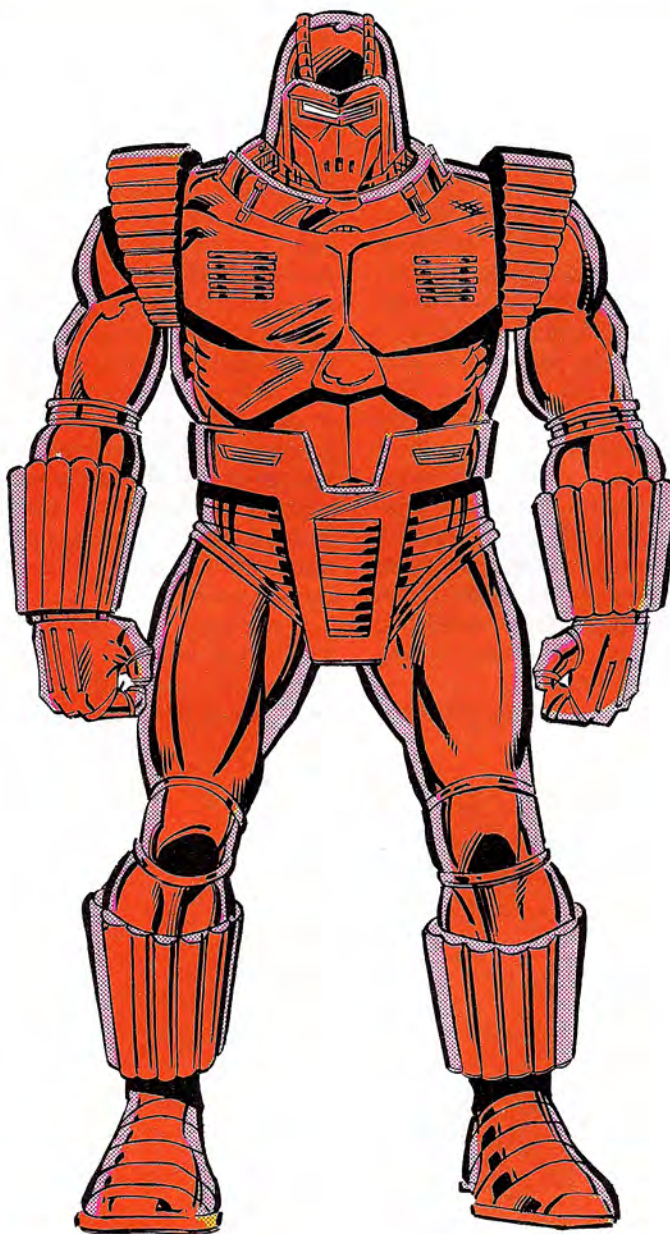
Radio Transceiver: Excellent range

Rocket: Good airspeed. They can be used to inflict Excellent physical damage.

Self-Sustenance: One hour air supply.

Talents: Bukharin is a trained spy.

Contacts: KGB



ADDITIONAL NOTES:

ROLE PLAYING NOTES

Bukharin is a faithful KGB agent. He is cunning, resourceful, relentless, and ruthless. He acts under direct orders of the KGB. Because he knows that others had worn the Crimson Dynamo armor but lost it when they failed their assignments, Bukharin follows his orders faithfully and exactly. Bukharin considers himself to be a loyal party man.

HISTORY

Dimitri Bukharin is the fifth man to don the armor of the Crimson Dynamo. The first Crimson Dynamo was Soviet inventor Anton Vanko, who designed the original electrically-powered armor for the Soviet government. Assigned to go to America and assassinate Iron Man, Vanko was defeated and agreed to betray his superiors. The Soviet government then sent two agents, Natasha Romanova and Boris Turgenov, to assassinate Vanko and complete his original mission. Turgenov stole the Crimson Dynamo armor from Vanko and tried to discredit him in the eyes of his American friends. Vanko sacrificed himself to stop Turgenov, killing them both in the process.

Some time later, Alex Nevsky,

Vanko's research assistant, defected from Russia under suspicion of being a traitor and found employment in America as head scientist at Cord Industries. There, he used the facilities to redesign and recreate the Crimson Dynamo armor. Devising an even more formidable suit of armor than his predecessor, Nevsky attacked Iron Man in an attempt to get revenge for what happened to Vanko and himself. Though joined by the Titanium Man, Nevsky was defeated and fled to Saigon, where he, the Titanium Man, the Slasher, and the Radioactive Man operated as politically sanctioned heroes. Eventually, the Soviets located Nevsky, assassinated him, and confiscated the Crimson Dynamo armor.

It was next given to Yuri Petrovich, son of the defector Ivan Petrovich, long-time partner of Natasha Romanova. Petrovich was assigned

to capture his father and Romanova and return them to Russia. Despite the help of Darkstar, the Titanium Man, and the Griffin, Petrovich failed and returned to Russia alone. He was directed to surrender the Dynamo armor and was sent to a work camp in Siberia. The Soviet government then gave the armor to former KGB agent Dimitri Bukharin and directed him to join the newly-formed team of mutant super-agents, the Soviet Super-Soldiers, composed of Darkstar, Vanguard, and Ursa Major in order to spy on them. When the three realized that he was a spy, they expelled him from the group.

Bukharin now wears the armor of the Crimson Dynamo as a solo operative of the Soviet government. He has recently acquired a totally revamped set of armor.

STATISTICS:

F	EX (20)
A	EX (20)
S	TY (6)
E	RM (30)
R	EX (20)
I	RM (30)
P	EX (20)

Health: 76

Karma: 70

Resources: GD(10)

Popularity: 5

BACKGROUND:

Real Name: Scott "Slim" Summers

Occupation: Adventurer, member of X-Factor

Legal Status: Citizen of the U.S. with no criminal record

Identity: Secret

Place of Birth: Anchorage, Alaska

Marital Status: Married, now separated

Known Relatives: Christopher (also known as Corsair, father), Katherine Anne (mother, deceased), Alexander (also known as Havok, brother), Philip (grandfather), Deborah (grandmother), Madelyne Pryor-Summers (wife), unnamed son.

Base of Operations: Mobile

Past Group Affiliations: Current member of X-Factor, former deputy leader and member of the X-Men.

Present Group Affiliation:

KNOWN POWERS:

Optic Blasts: Cyclops's eyes constantly emit a ruby-colored beam of force which he controls by means of an adjustable visor or ruby quartz glasses. Without this protection, Scott can cause Excellent damage at a range of 2 areas, affecting all targets in both areas. With his visor on, Scott can control the beam's focus, causing up to Amazing damage at a range of 3 areas, and can make called shots. He can fire his optic blasts at ranges longer than 3 areas (up to 10 areas maximum), but for each area over 3, the damage is reduced by one rank. Cyclops can also use his optical blast as a pressor beam, firing it at low power to push up to 500 lbs. along the ground or to stop it from falling. When he does this, he still does Typical damage per round to the object or person in his

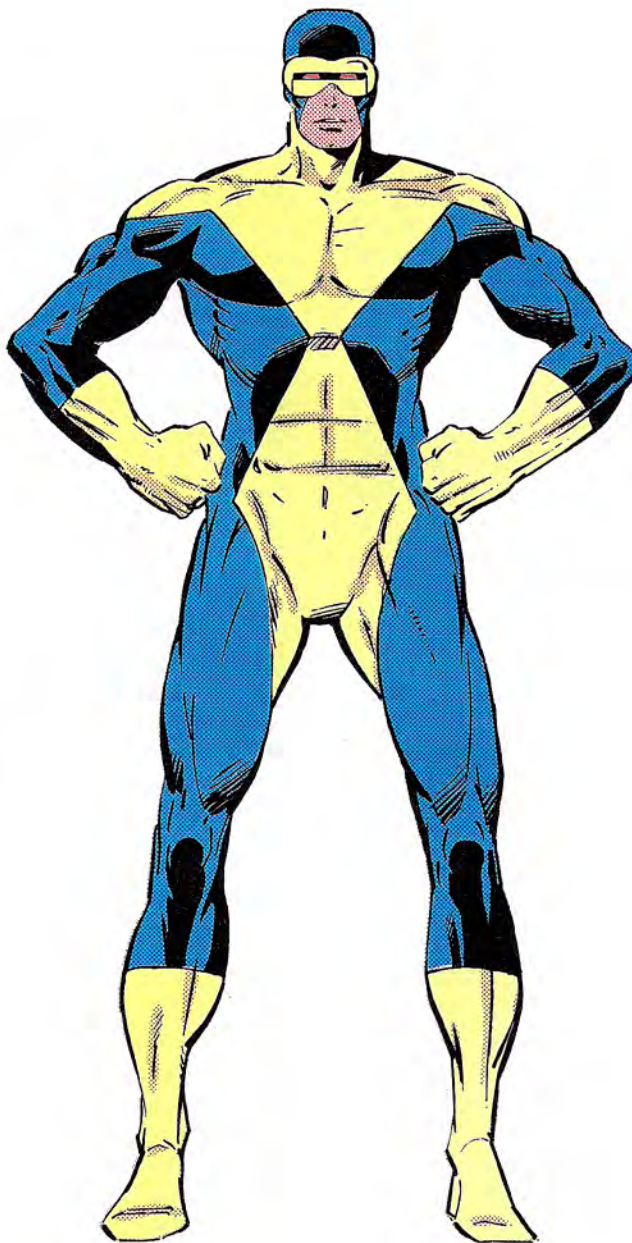
blast. Cyclops fires his optical blasts with Incredible Agility.

Scott also has one particular Power Stunt:

- By using his talent to visualize spatial geometry, Cyclops can use his optic beams to make a multiple reflection shot. He can strike up to eight targets in a single round if all of them are made of a reflective material (like metal), are within an area

adjacent to him, and if he makes a successful Incredible Agility FEAT roll. The damage for this type of optic blast drops to Incredible.

Resistance to Energy: Cyclops is immune to the effects of both his own energy blasts (allowing him to close his eyes) and those of his brother Havok. Havok's blasts will, however, drive him back by sheer force at Good intensity. If Cyclops'



blasts were to be reflected back upon him the same effects might apply.

TALENTS:

Scott is an accomplished pilot. Treat his Reason and Agility as if Remarkable in matters of aircraft and spacecraft. Scott has Amazing Reason when it comes to spatial geometry. He has the Leadership talent, and knows Martial Arts A and C. Cyclops was mind-taught Russian, Japanese, and perhaps other languages by Professor Xavier.

CONTACTS:

Scott's family is his closest contact. His father is a member of the Starjammers, a group that has often come to the aid of the X-Men (and vice versa).

ADDITIONAL NOTES:

ROLE-PLAYING NOTES:

Through the years Cyclops has been visited upon by many seeming tragedies. While these have not diminished his leadership, they have shaken his self-confidence in his personal affairs. When playing Cyclops you should be quick to think of ingenious team tactics.

HISTORY:

Scott Summers was the oldest of the two sons of Christopher Summers, an Air Force major and test pilot, and his wife Katherine Anne. When Scott was still a preadolescent boy, his father flew himself, Scott, Katherine Anne, and Scott's brother

Alex in his vintage private plane back from a vacation. The plane encountered a scoutship of the extragalactic Shi'ar Empire, which set the wooden plane ablaze. Katherine Anne pushed Scott and Alex out of the burning plane with the only available parachute. Thus the two boys escaped capture by the Shi'ar, although their parents did not. (Scott and Alex believed both their parents had been killed until, as adults, they were reunited with their father, who had since become the Starjammer called Corsair.)

The two boys were hospitalized for injuries they sustained during their landing, since their overburdened parachute had been unable to slow their decent safely enough. Scott himself was comatose for a year and was diagnosed as having brain damage. The only long lasting effect of the brain damage, however, was to the portion of his brain which would have enabled him to shut off his optic blasts. Scott and Alex both suffered amnesia about the incident on the plane. Alex left the hospital in two weeks, was placed in an orphanage, and was soon adopted. He had little or no contact with Scott until years later, shortly before the emergence of his mutant powers as Havok. Scott remained comatose in the hospital for a year, and upon his release was sent to an orphanage in Omaha, Nebraska.

As a teen, Summers began to develop severe headaches and eyestrain, and was taken to an eye specialist in Washington, D.C. Through trial and error, the optometrist discovered that eyeglasses whose lenses were made of ruby quartz seemed to alleviate the boy's vision problems. The optometrist suspected that Summers was a mutant, and reported him to the FBI. Summers was in a large city when his mutant metabolism reached a critical point and he unintentionally released an uncontrolled optic force blast for the first time, thus destroying a crane and causing a large object to fall toward a crowd below. Summers destroyed the falling object with another blast, saving the crowd, but the mob of onlookers was enraged. Summers fled by hopping aboard a

moving freight train.

Reports of the incident involving Summers sent Professor Charles Xavier out of his self-imposed seclusion to Washington, D.C. Xavier set out to find Summers and, as a fellow mutant, help him. Summers, meanwhile, afraid to return to the orphanage, fell into an unwilling partnership with a superhumanly powerful mutant criminal named Jack Winters, alias Jack O'Diamonds, and later, the Living Diamond. Xavier found Summers and freed him from Winters' domination. Xavier then asked Summers to become the first student in the "School for Gifted Youngsters" he was setting up to train young superhumanly powerful mutants in the uses of their powers. These young mutants would also form a team called the X-Men who would use their powers to aid humanity. Summers accepted, and became the team's leader, adopting the code name of Cyclops.

Cyclops led the X-Men for years during various changes in its membership. He finally stepped down as deputy leader and was succeeded by Storm. Summers has since married airplane pilot Madelyne Pryor and they have had a son. Recently, Cyclops joined with the other members of the original X-Men to found a new team, X-Factor.

Tormented by the constant proximity of Jean Grey, apparently resurrected from the dead once more, Cyclops' relationship with his wife took a turn for the worse. Madelyne left with their son and all traces of her existence (birth certificate, piloting registry, etc.) were mysteriously eradicated, apparently by Mister Sinister of the Marauders.

With the apparent suicide of the Angel, X-Factor's finances went into a state of disarray, thanks to the machinations of Cameron Hodge. The members of X-Factor have recently broken away from his manipulation and publicly declared their mutant status.

STATISTICS

F TY (6)
A TY (6)
S TY (6)
E GD (10)
R RM (30)
I GD (10)
P TY (6)

Health: 28

Karma: 46

Resources: PR (6)

Popularity: 3

BACKGROUND

Real Name: Douglas Ramsey

Occupation: Student, adventurer

Legal Status: U.S. Citizen

Identity: Secret

Place of Birth: Unrevealed

Marital Status: Single

Known Relatives: None

Base of Operations: X-Men Mansion, Westchester County, New York

Talents: Computers (Hardware and Software)

Contacts: X-Men, New Mutants

Past Group Affiliations: New Mutants

Present Group Affiliation:

ROLE PLAYING NOTES

Doug is a good, clean all-American kid who used to feel left out because of the purely intellectual nature of his power. Now that he and Warlock have devised a hybrid form, he sees more action. He used to have a crush of Kitty Pride, but is now more interested in Betsy Braddock.

KNOWN SUPERPOWERS

Linguistics: Cypher is a mutant with an Incredible facility for translating languages, whether spoken or written, and human or alien in origin. His superhuman skill also extends to his great talent in deciphering codes and computer languages. Cypher's skill is such that once was able to make great headway in translating the written language of an extraterrestrial race in a matter of minutes.

Cypher's mutant talent for translating differs from the translating ability that a human who is a genius in this field, yet not a mutant, possesses, even though both people might achieve similar results with

any given translation problem. Cypher's mutant talent is an intuitive one which works on a subconscious level, and which may, in part, be related to telepathy. A non-mutant human, even a genius, would have to work out a translation consciously, step by step. Rather than working the problem out step by step, in his conscious mind, Cypher instead subconsciously solves the problem. Hence, Cypher can reach the correct solution by means that appear to be leaps of logic, and he himself may not consciously be aware of the

entire process by which he reached the correct translation.



HISTORY

Douglas Ramsey was a teenage friend of Kitty Pryde, who, as Shadowcat, is a superhumanly powerful mutant belonging to the X-Men. Ramsey shared Pryde's interest in computers and video games, and they became close friends. Although Pryde's expertise with computers was a result of her own natural (but not superhuman) genius in that area, Ramsey had a particular knack for deciphering both human and computer languages that was the result of a mutation with which he was born.

Both Professor Charles Xavier, founder of the X-Men and the New Mutants, and Emma Frost, the White Queen of the Hellfire Club, learned that Ramsey was a mutant. Frost offered Ramsey a scholarship to her Massachusetts Academy, hoping to induct him into the Hellions, the team of adolescent mutants which she trained there to serve the Hellfire Club's secret criminal purposes.

Ramsey went to the Academy for

his final admissions interview, accompanied by Pryde, who suspected the Hellfire Club's intention in recruiting her friend. At the Academy, the White Queen captured Pryde, who was later rescued by the New Mutants and thus Ramsey did not end up attending the Academy.

Although Ramsey became a friend of the New Mutants, he did not know that either he or they were mutants, and they concealed their superhuman powers and costumed identities from him. Finally, one night when both Xavier and the X-Men were away from the mansion that serves as their base, the techno-organic alien being known as Warlock arrived and, confused and terrified, found himself battling the New Mutants. Seeking to communicate with the alien, the New Mutants summoned Ramsey and revealed their costumed identities to him. Ramsey succeeded in initiating communications with Warlock, and shortly afterwards both Ramsey and Warlock became members of the New Mutants. Ramsey was code-named Cypher, for his ability to decipher languages.

STATISTICS:

F RM (30)
A EX (20)
S IN (40)
E RM (30)
R GD (10)
I EX (20)
P AM (50)

Health: 120

Karma: 80

Resources: Not applicable

Popularity: 0

BACKGROUND:

Real Name: Unknown

Occupation: Inapplicable

Legal Status: None

Identity: D'spayre's existence is unknown to the general public of Earth.

Place of Birth: Unknown

Marital Status: Probably inapplicable

Known Relatives: None

Base of Operations: Unknown, but not within Earth's dimension

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS

Fear Generation: D'spayre has the ability to generate fear at Monstrous rank. His targets are allowed a Psyche FEAT to avoid the effects, which have a duration of 10-100 turns. D'spayre must touch his victim (Fighting FEAT) to affect them.

Illusion: D'spayre can mystically instill fear by touch, but seems to prefer acting indirectly. He generates Illusions of Unearthly rank to strike at his targets' own fears. He also uses this ability to masquerade as a person trusted by his victim. The target gets a Intuition FEAT roll against the illusion if they choose to disbelieve what is happening to them.

Mental Probe: D'spayre can read the minds of his victims with Amazing intensity, the better to generate effective illusions.

Psychic Vampirism: D'spayre feeds on the fear of his victims with Unearthly intensity. If his victims are unaware of D'spayre's true nature, and if D'spayre makes a successful power FEAT roll, the victim's Psyche is reduced one rank and the differ-

ence between the two rank numbers is added to D'spayre's Health. The victim can avoid Psyche absorption by making a Psyche FEAT roll against D'spayre's power rank.

If the victim's Psyche is reduced to zero he or she makes a roll on the Kill table using their original Psyche value. If the victim is not killed they recover their Psyche at a rate of one rank per hour.

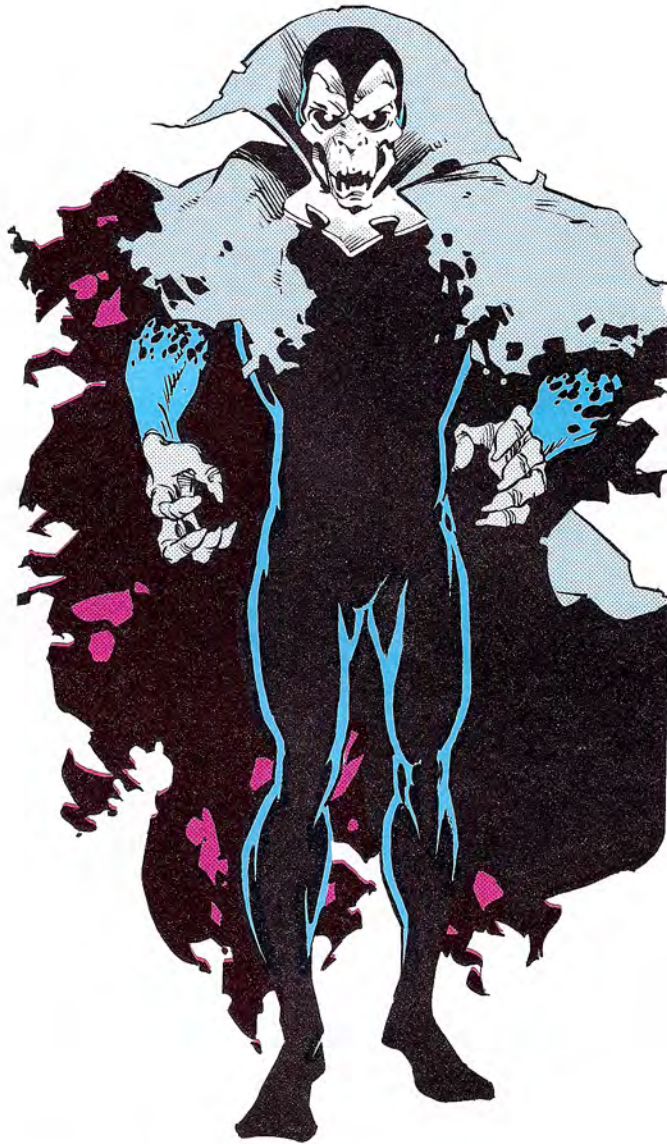
TALENTS

Like all demons, D'spayre is skilled in Psychology in situations

which involve inflicting emotional anguish.

CONTACTS

It is not known if D'spayre associates with any of the other Marvel Universe "demons." It is reputed that he serves the Dweller in Darkness, a more powerful demon, but he has always appeared to be operating independently.



ADDITIONAL NOTES:

HISTORY

The origin of the demonic being known as D'spayre is unknown. It is possible that he serves a more powerful being known as the Dweller in Darkness, but D'spayre usually appears to be operating independently.

In D'spayre's first recorded exploit, he appeared in the Florida Everglades that serves as a nexus to all other dimensional realities. There he captured the young sorceress Jennifer Kale and the spirit of her deceased (but still active) mentor Dakimh the Enchanter. Then D'spayre bound his two captives to an arcane tower he had erected within the nexus. D'spayre intended to use the tower's evil mystical energies to corrupt his two captives, so that they would use their great powers of sor-

cery in his service. Then D'Spayre intended to use their powers and the nexus to extend his power over a thousand worlds.

However, D'spayre was challenged by Spider-Man and the Man-Thing. D'spayre used his powers to overwhelm Spider-Man mystically with fear, but Spider-Man overcame his terror and beat D'spayre into unconsciousness. With D'spayre unconscious, Dakimh and Jennifer Kale were released from captivity, and they used their own powers to destroy his tower and exile D'spayre to another dimension.

Since then, D'spayre has attempted to drive both Cyclops and Doctor Strange into utter despondency through the use of highly convincing illusions. Both men broke free of D'spayre's power, however. D'spayre's current whereabouts and activities are unknown.

ROLE-PLAYING NOTES

D'spayre has two main interests: feeding and expanding his power to feed. He is sadistic and megalomaniacal, glorying in his victims' anguish.

STATISTICS:

F	EX (20)
A	EX (20)
S	TY (6)
E	RE (30)
R	GD (10)
I	GD (10)
P	GD (10)

Health: 76

Karma: 30

Resources: FB(2)

Popularity: 2

BACKGROUND:

Real Name: Tandy Bowen

Occupation: Vigilante

Legal Status: Citizen of the U.S. with no criminal record, still a minor

Identity: Secret

Place of Birth: Shaker Heights, Ohio

Marital Status: Single

Known Relatives: Melissa (mother), unnamed father, Phillip Carlisle (stepfather), Father Michael Bowen (uncle)

Base of Operations: The Holy Ghost Church, 42nd Street, New York City

Past Group Affiliations: Partner of Cloak

Present Group Affiliation:

KNOWN POWERS

Light Generation: Dagger can generate light of Remarkable Intensity, filling up to two areas. This light can stun opponents who fail an Endurance FEAT roll for 1 round, and gives those who are attacking her glowing form a -2 CS to hit her.

Dagger's internal "light" allows her to protect herself and anyone touching her from the effects of her partner Cloak's dimension of darkness.

Light Daggers: Dagger can generate and throw daggers of "living light." These daggers do Excellent damage and can penetrate up to Good Body Armor (they have no effect on Body Armor of higher rank). The target must make an Endurance FEAT roll against Excellent intensity. Failure indicates unconsciousness for 1-100 rounds and -3 CS on all FEATs by the target for 3 days. Success indicates only a -1 CS for 1-10

rounds.

Targets hit by these light daggers are purged of foreign substances, provided these substances are not long-term mutations or alterations (no effect on Spider-Man or Captain America). Individuals with negative Popularity may "repent" while under the effects of the daggers. This "repenting" reduces negative Popularity to 0 and eliminates any Karma possessed by the target. Whether the NPC "repents" is determined by

a Psyche FEAT against Excellent intensity. At the Judge's option, certain villains may automatically resist "repenting."

Dagger may fire up to 4 daggers in a single round at up to 4 separate targets in the same area. She may control the flight of these daggers up to 4 areas away. They do no physical damage and will usually ricochet off solid objects.



TALENTS

Tandy is a dancer. Her internal "light" gives her heightened agility which, combined with her dancing talent, gives her a unique fighting style that combines Acrobatics, Tumbling, and Martial Arts C.

CONTACTS

Dagger is the partner of Cloak and has cooperated with Mayhem, a super-powered vigilante. She and Cloak currently take refuge in the church run by Father Delgado. The two are on good terms with Spider-Man, the New Mutants, Doctor Strange, and the Power Children.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Compared to Cloak, Tandy is the more light-hearted of the two youths. She is almost always filled with brightness and cheer. She does sometimes wish for a normal life, but believes that only Cloak truly loves her and she has nowhere else to go.

HISTORY

Tandy Bowen was a 16-year-old who grew up in Shaker Heights, Ohio, a suburb of Cleveland where many wealthy people lived. Bowen's mother, Melissa, was a celebrated model who had become rich not only from her own career but also from receiving her previous husband's estate. That earlier husband, who was Tandy's father, had left for India, for "spiritual rebirth." Subsequently Melissa married a kindly man named Phillip Carlisle. But the self-centered Melissa, wrapped up in her career and social circles, neglected both Phillip and Tandy, and Tandy, hurt by her father's desertion, refused to accept her new stepfather. Feeling unloved, Tandy turned for affection to an older teenager, Rob Daltry. But when he left for college shortly thereafter, the despondent Tandy left home on a bus for New York City.

She arrived at Manhattan's Port Authority Bus Terminal and was spotted by another teenage runaway, the penniless Tyrone Johnson. Outside the terminal, he was about to rob her when another person snatched her purse. Johnson tackled the thief and returned Bowen's purse. In reward, Bowen bought Johnson some food at a nearby restaurant and they talked about why they had become runaways.

Upon leaving, the two teenagers were approached by men working for criminal pharmaceutical chemist Simon Marshall. The men offered the two runaways a place to stay. Bowen naively accepted, and Johnson, knowing the men were up to no good, went along to protect her. At the Hudson River the thugs knocked Johnson out and then took him and Bowen by boat to Ellis Island, where Marshall had set up his secret laboratory.

Marshall was working for the Maggia to develop a new synthetic addictive narcotic drug which the mob hoped would be a cheaper substitute for imported heroin. Marshall experi-

mented with the drug by injecting it into the bloodstreams of the runaways his men captured. He injected it into Bowen and Johnson as well. All of the other runaways who had been injected with the drug died, but Bowen and Johnson somehow survived. The two runaways escaped their cell, and, pursued by gunfire, were forced to dive into the river.

As they attempted to swim to Manhattan, Johnson found himself engulfed by total blackness. But then he saw Bowen, glowing with light. He swam to her and her light dispelled the blackness. They reached the Manhattan shore, where Bowen fell into a delirium. Johnson then discovered that he had been transformed into a strange, inhuman being. Bowen and Johnson were then found by the thugs who had taken them to Marshall. Johnson began to swallow them up within the eerie blackness within the large cloak he had just improvised for himself. Just then Bowen awoke and, acting instinctively, struck the thugs down with daggers of light that she projected from her fingertips.

The two runaways realized that the drug had transformed them into superhumanly powerful beings. Calling themselves Cloak and Dagger, they dedicated their lives to using their powers to save other children and teenagers from being harmed by drug dealers and other criminals (see Cloak). As Dagger, Bowen often tries to restrain Cloak from giving in entirely to the "hunger" that drives him to project people into a dimension of darkness. She also uses the "light" she generates to help satisfy that "hunger." She has attempted to leave her life as a vigilante, but has returned to it, convinced that only Cloak truly loves her.

After travelling the world to search out and destroy a major drug maker, the team recently returned to New York. Defeating a plan by Mister Jip and his minions, Day and Night, to steal Cloak's body, they have now come to the attention of the Kingpin once more.

STATISTICS:

F PR (4)
A TY (6)
S PR (4)
E GD (10)
R PR (4)
I RM (30)
P AM (50)

Health: 24

Karma: 84

Resources: TY(6)

Popularity: 0

BACKGROUND

Real Name: Dakimh

Occupation: Wizard

Legal Status: Former citizen of Atlantis

Identity: The general populace of Earth is unaware of Dakimh's existence.

Place of Birth: Atlantis

Marital Status: Unrevealed

Known Relatives: None

Base of Operations: Therea, also the Castle in the Sky in the Land Between Night and Day in another dimension

Past Group Affiliations: Mentor of Jennifer Kale, regular ally of Man-Thing and Korrek

Present Group Affiliation:

KNOWN POWERS

Magical Ability: Dakimh in his prime was one of the most powerful sorcerers on Earth. He may use any listed Power as a spell, subject to the limitations of Personal, Universal, and Dimensional energy restrictions. He uses these abilities at the Incredible level, unless otherwise noted as Power stunts. In addition, Dakimh regularly used the following spells:

- Eldritch Beams/Bolts (U) — As force or Energy Missile weapon, of Amazing power and range

- Shield (P) — as Personal Force Field of Incredible Rank, able to repel magical attacks

Incorporeal Body: Dakimh is dead. However, his spirit still exists. As a "ghost," Dakimh can appear anywhere on the material plane. He is limited to time periods of between 1-100 hours, and must wait at least a month between each visit. Exceeding these limits will guarantee his

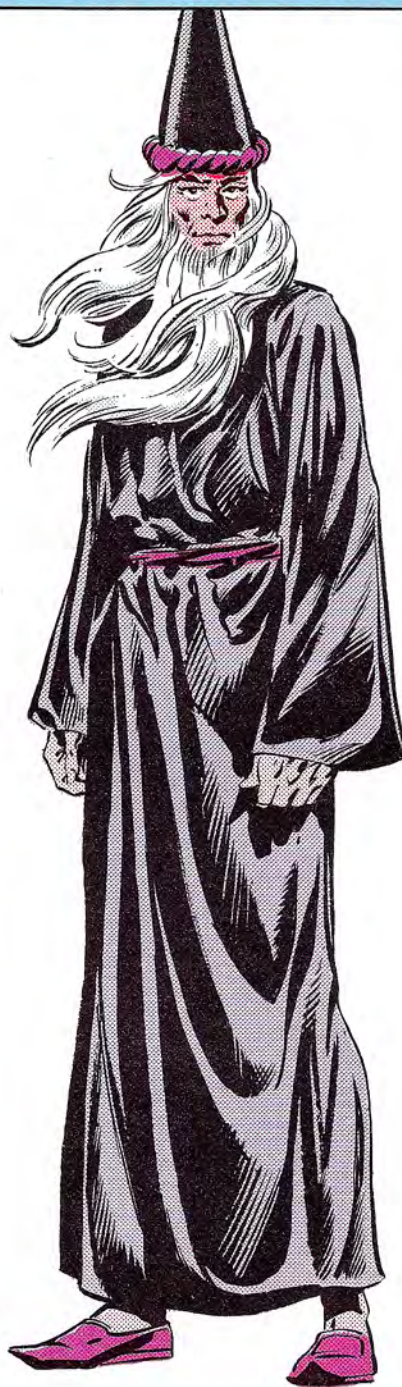
entrapment on the spiritual planes of Therea and the Land Between Night and Day.

As a spirit, Dakimh can be injured by no physical force on the material plane. Despite this, Dakimh appears as an ordinary man and can even manipulate small objects.

Enchanted Crystal: This magical device allows Dakimh to use Precognition at the Monstrous level of ability. The power only operates once per image. Until that image comes true, or the time that image passes, no

other precognition may be used.

Mystic Library: Dakimh possesses a vast library of occult lore. Should Dakimh wish to research a specific magical spell (i.e. Power), he must spend 1-10 days in research and make a green Reason FEAT roll to locate the spell and learn it. Having done so, he can cast the spell once at Monstrous rank.



TALENTS

As an accomplished sorcerer, Dakimh possesses the Mystical talents of Trance, Sleight of Hand, Resist Domination, Occult Lore, and Mystic Background. He has a passing knowledge of all living and dead languages.

CONTACTS

He is currently the tutor of Jennifer Kale, and can call upon the services of Korrek and the Man-Thing. He is on amiable terms with Howard the Duck.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Dakimh has seemed to handle death pretty well. He is pleasant and sociable and takes a keen interest in the mystic protection of the material dimensions. Except for those times when he is in battle, Dakimh is easy-going and smiles often. He was a father figure to Jennifer Kale and often dispenses kindly words of wisdom to others as well.

HISTORY

In the years just before the Great Cataclysm, the Atlantean sorceress Zhered-Na prophesied the sinking of Atlantis. The Atlantean emperor Kamuu became furious and responded by banishing her forever Atlantis for blasphemy, setting her adrift in a small boat.

Zhered-Na spent weeks adrift at sea in meditation and finally, her boat landed on the Thurian shore. Days later she came across a colony

of Atlanteans that had been established there years before. She proceeded to found a cult of disciples and over the years she taught them sorcery.

Among Zhered-Na's pupils was Dakimh, who became known as Dakimh the Enchanter. Through unknown means Zhered-Na greatly extended Dakimh's life span, so that he aged at an extremely slow rate.

Finally, the Great Cataclysm began. Atlanteans in the Thurian colony wrongly believed that Zhered-Na was responsible for causing the Cataclysm and attacked her followers. Zhered-Na herself was killed, but Dakimh and a few other disciples escaped, bearing with them scrolls containing her mystical knowledge.

Dakimh continued to live for centuries, outliving the other surviving disciples. He made his headquarters not on Earth but in the Castle in the Sky, a palace standing on ground floating in the air about a world in another dimension known as the Land Between Night and Day.

While experimenting with magic, Jennifer Kale, the teen-age daughter of a leader of a new cult of Zhered-Na, brought the powerful demon Thog the Nether-Spawn from Sominus to Earth without realizing he would not be under her control. The Man-Thing saved Kale's life, and Thog was forced to return to Sominus.

Later, Kale and the Man-Thing were magically transported to the otherdimensional world of Sandt, where they first met Dakimh, who was now an aged wizard. Dakimh tested Man-Thing's powers and Kale's spirit to make certain they were the beings he was waiting for. Afterward, Dakimh was satisfied that the Man-Thing was the creature whom Zhered-Na had prophesied would act as a savior from the demons of Sominus, and that Kale would be a worthy successor to Zhered-Na herself and sent them back to Earth.

Kale was later captured by Thog, who now intended to invade Therea, the otherdimensional home of god-like beings, and to conquer all of reality. Dakimh rescued Kale, and the two set out with their three allies,

the Man-Thing, Korrek, warrior-prince of the otherdimensional kingdom of Katharta, and the extradimensional talking waterfowl known as Howard the Duck, to stop Thog's plans. While they traversed dimensions, Howard accidentally fell back to Earth, but the other four arrived in Therea, where the Man-Thing defeated Thog.

When Korrek returned to Katharta, he discovered that the kingdom had been conquered by Mortak and his ally, Klonus. They captured Korrek and kept him in captivity for months. Finally, when they were about to kill him, he was rescued by the Man-Thing. The two were then reunited with Kale and Dakimh.

Seeing a vision of the future in his enchanted crystal, Dakimh realized that he would perish in the coming battle against Klonus and Mortak. During the conflict Dakimh entrapped Klonus in a cage of mystical energy that slowly sapped Klonus's life force, while Klonus encircled the aged Dakimh's throat with a ring of mystic vapor that grew increasingly tight. During the battle, the elderly Dakimh suffered a fatal heart attack. While dying, Dakimh had Kale take his hand and allowed his remaining physical, mystical energies to flow into her body, strengthening her own potential as a sorceress. Klonus was soon after defeated by the Man-Thing. Korrek triumphed over Mortak, and Kale mystically imprisoned both Klonus and Mortak.

However, Dakimh was now, in his own words, only "technically dead." His spirit now dwells in Therea, but it can appear for limited periods of time in material dimensions, such as Earth and the Land Between Night and Day.

At present, Dakimh is still training Jennifer Kale in sorcery.

STATISTICS

F IN (40)
A IN (40)
S GD (10)
E EX (20)
R TY (6)
I MN (75)
P GD (10)

Health: 110

Karma: 91

Resources: PR(4)

Popularity: 6

BACKGROUND

Real Name: Matthew Michael Murdock

Occupation: Legal Consultant

Legal Status: Citizen of the U.S. with no criminal record

Identity: Secret

Place of Birth: New York City

Marital Status: Single

Known Relatives: Jonathan (father, deceased), Grace (mother, deceased)

Base of Operations: Hell's Kitchen, N.Y.

Past Group Affiliations: Partner of the Black Widow

Present Group Affiliation:

KNOWN POWERS

Enhanced Senses: Daredevil's senses of taste, hearing, and smell have been enhanced to the Monstrous rank. He can identify substances by taste, read raised printing on a page, or track by a specific odor on a Power rank FEAT roll. Overloading these senses (excessive noise, for example) reduces his Intuition by -1 CS and any FEATs against specific attacks are at -2 CS. Daredevil uses his enhanced hearing in a Power stunt to determine if a character is lying (he listens for an erratic heartbeat) with Amazing ability.

Radar Sense: In addition to his enhanced senses, Daredevil has developed an omnidirectional sense that operates as primitive radar. He can "see" three-dimensional images up to 3 areas away, regardless of light conditions. Rapid movements and chaotic conditions reduce this Power and Intuition by -2 CS. Daredevil cannot be blindsided.

Billy Club: Daredevil carries a Billy Club made of Incredible Strength

material that he wields or throws for Excellent Blunt damage. He can throw it up to one area away and ricochet off multiple targets or hard surfaces with a Power Stunt.

Blindness: Daredevil is blind. As such, he is unaffected by any light-based/visual attacks, illusions, and hypnosis for this reason.

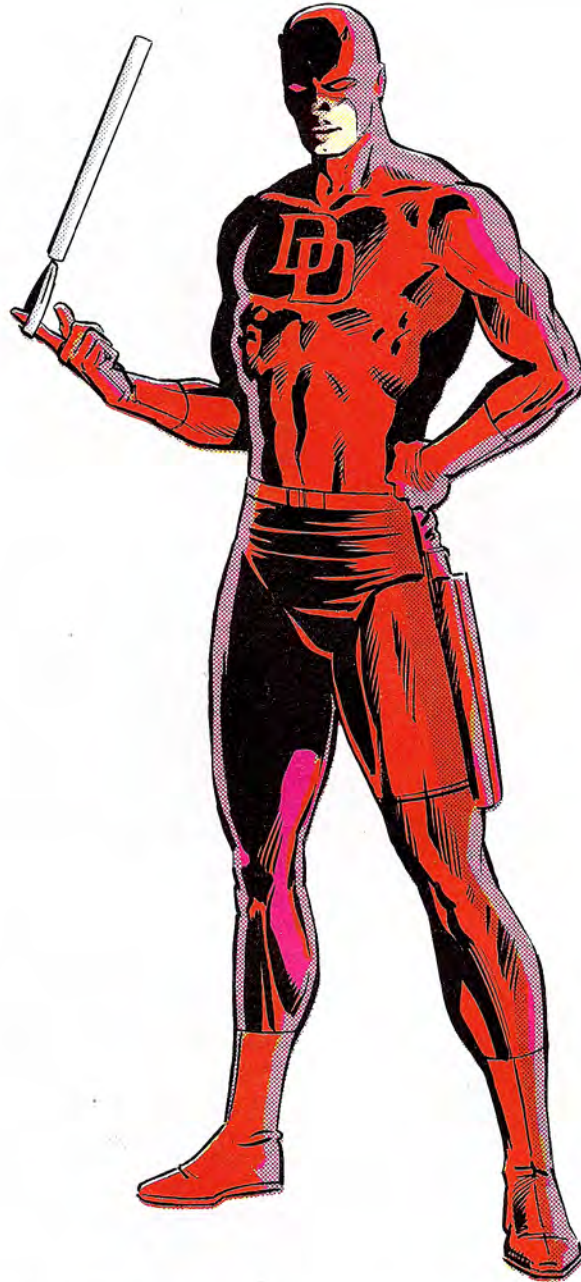
TALENTS

Daredevil is a master of Acrobatics and possesses Martial Arts A, B and E. He is a Weapons Specialist with his Billy Club and receives a +2

CS to hit with it. Though disbarred, Murdock retains his legal training.

CONTACTS

Murdock's old partner, Foggy Nelson, is still active in law but the two are not on good terms at this time. Murdock is also close to reporter Ben Urich of *The Daily Bugle*, and has extensive contacts in the criminal world, including a small-time hood named Turk Barrett. Murdock has acted as a lawyer for the Avengers and Heroes for Hire.



ADDITIONAL NOTES:

HISTORY

Matthew Murdock was the son of "Battling Jack" Murdock, a small-time prizefighter who had promised his wife on her deathbed to make a better life for young Matt than the one he led. Hence, the elder Murdock urged his son to pursue his studies rather than become an athlete. Matt Murdock became an excellent student, but one day, after being taunted by others as a weakling, and mocked with the name "Daredevil," he decided to train himself athletically in secret, so his father would not know.

One day the young Murdock saw a truck about to hit a blind man. Hurling himself in front of the truck, Murdock managed to save the man and himself from being struck. However, a canister of radioactive waste materials that the truck was carrying broke open nearby and Murdock was bombarded by radiation. This unknown radiation blinded him but also mutagenically heightened his other senses. Young Murdock later met a blind martial arts master known as Stick, who taught him how to use his augmented senses and trained him as a fighter.

Matt Murdock attended Columbia University with Franklin "Foggy" Nelson, who became his lifelong friend. It was at Columbia that Murdock met and fell in love with Elektra Natchios, the daughter of a Greek ambassador. The first reported case of Murdock using his abilities to fight crime came when he fought terrorists who had captured Elektra and her father. The ambassador was accidentally killed, and the anguished Elektra left Columbia. She would return to Murdock's life years later in her role as a costumed assassin.

In order to finance his son's college education, "Battling Jack" Murdock, now past his prime as a boxer, had made a deal with the promoter Roscoe Sweeney, alias the Fixer (who is not to be confused with the

costumed criminal of the same name). "Battling Murdock" was very successful under the Fixer's management, but did not realize that all of his fights had been "fixed" by Sweeney. Finally, the Fixer ordered Murdock to lose in his next fight. A highly honest man, who especially did not want to humiliate himself in a fight his son was watching, "Battling Murdock" instead won the fight. In retaliation, the Fixer had the elder Murdock gunned down by a thug named Slade.

The grief-stricken Matt Murdock finished his studies, and he and Nelson opened their own law office. Murdock was determined to bring his father's killers to justice, but could see no way of doing so through ordinary legal means. Hence, Murdock decided to adopt the guise of a costumed vigilante, and called himself "Daredevil," the name with which he had been taunted years before. Murdock's heightened senses more than compensated for his blindness, and thus gave him an advantage in fighting criminals. Daredevil confronted and pursued the Fixer and Slade. Daredevil captured Slade, who confessed to the police. The exertion of fleeing from Daredevil gave the Fixer a lethal heart attack.

Murdock continued to fight crime as Daredevil. His greatest adversary has proved to be the Kingpin, the most powerful figure in East Coast organized crime (see Kingpin). Daredevil eventually came to fight Elektra, who entered the Kingpin's employ. But Elektra was finally murdered by the criminal Bullseye, and died in Murdock's arms (see Bullseye). The death of Elektra, the woman he still greatly loved, had a tremendous emotional effect on Murdock which continues to this day. Upon the recent discovery of Daredevil's secret identity, the Kingpin acted to revenge himself upon Murdock by robbing him of his fortune and legal standing. Daredevil has since formed "Legal Aid and Drug Hotline" with Karen Page as his partner.

ROLE-PLAYING NOTES

Daredevil cares about people. His love for justice has been tempered recently by the machinations of the Kingpin so that his primary concern now is to help the victims of crime rather than visit justice upon the criminals.

STATISTICS

F AM (50)
A EX (20)
S AM (50)
E RE (30)
R PR (4)
I TY (6)
P FE (2)

Health: 150

Karma: 12

Resources: None

Popularity: -20

BACKGROUND

Real Name: Major Desmond Pitt

Occupation: Former USAF pilot; supercriminal

Legal Status: (as Pitt) U.S. Citizen with no criminal record; (as Darkoth) wanted criminal.

Identity: Secret

Place of Birth: St. Louis, Missouri

Marital Status: Widower

Known Relatives: Son, name unknown

Base of Operations: Mobile

Talents: Test Pilot (as Pitt)

Contacts: None

Past Group Affiliations: Former ally of Diablo and Dr. Doom

Present Group Affiliation:

ROLE PLAYING NOTES

As Pitt, Darkoth is a career military officer and pilot. His devotion to wife, however, surpasses even his devotion to duty. Even as Darkoth, he retains his loyalty to his friends and will not knowingly harm them. If his memory is blanked out, he becomes a raging berserker and a relentless foe. Should he later regain his memory, he turns his fury on whoever has used him.

KNOWN SUPERPOWERS

Cyborg Body: As a cybernetic organism, further mutated through chemical means, Darkoth possessed a number of superhuman powers. Major portions of his skeleton were replaced with steel alloy (Monstrous material). Darkoth survived direct blows from the Thing, and was able to battle Grimm in hand to hand combat without suffering skeletal damage.

Armor Skin: Darkoth's outer skin was transformed into a thick purple hide

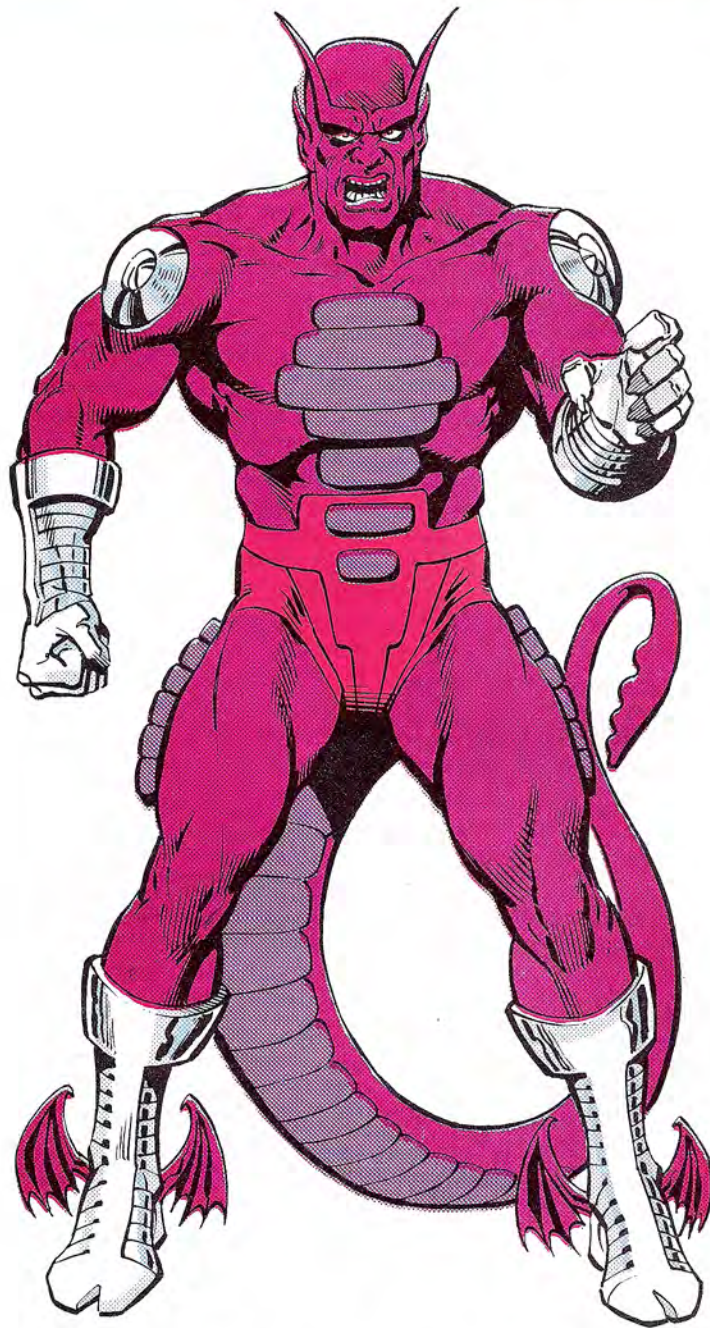
that could withstand the Thing's mightiest blows as well as the impact of heavy armor artillery fired at close range without laceration. Darkoth's outer hide was also sufficiently durable to survive the friction of re-entry into earth's atmosphere. In game terms, this provided him with Amazing protection from both physical and heat-based attacks.

Claws: In place of fingers, Darkoth was equipped with steel talons which did Incredible damage in combat. These talons were made of an alloy that was able to rip into the

Thing's tough outer armor. Often, Darkoth would carry a type of poison on the tips of these talons that would render his opponent unconscious.

Prehensile Tail: Darkoth also possessed a prehensile tail. The tail enabled him to maintain balance while stalking the rooftops, and could be used as an offensive weapon. Darkoth used it as a whip and as a means of constricting his opponents. In both cases, it did Good damage.

Heat Emission: On Darkoth's head were two antennae called "Fire-



horns." In some as yet unknown way, they fed on the mental energies of Darkoth's opponents within a range of 50 feet. Fully charged, the horns were capable of emitting an Amazing heat ray that could melt through several tons of steel in a matter of seconds.

Kinetic Bolt: The Firehorns were also capable of sending off rays of heatless concussive force which were of Excellent strength. The impact of this force ray was sufficient to move a 500 pound object back several yards in one attack.

Mind Control: The Firehorns were also able to enter and disrupt the mind of any opponent, reducing him or her to insanity. This process took several minutes of high concentration to achieve and was of Excellent power.

Limitation: Because Darkoth rarely used the Firehorns to any great extent, it can be assumed that they were weapons of last resort and that the great amounts of mental energy required to utilize them rendered them too costly to use in normal battle.

Winged Flight: Diablo gave Darkoth two supernaturally-derived abilities when he came under his power. The first of these was the addition of tiny bat-like wings at his ankles which magically gave Darkoth the power of flight at Typical airspeed.

Phasing: Darkoth was also given the power of intangibility at an Excellent level, although he could only employ it for limited periods of time.

ADDITIONAL NOTES:

HISTORY

Desmond Pitt was a major in the United States Air Force when he met test pilot, Ben Grimm. In short order he and Grimm, who would later become the Thing, a member of the Fantastic Four, became close friends. During a brief return to civilian life, Pitt married and had a son. During this period, His relationship with Grimm remained close.

Eventually, Pitt rejoined the Air Force and was assigned to the Kennedy Space Center in Houston, Texas. There he was placed on the staff of a research project designed to develop the solar shuttle (a variant on the space shuttle that would transmit solar energy from earth orbit to waiting solar panels on the planet's surface).

As Pitt became involved with the early stages of the project, his wife was diagnosed as suffering from a terminal illness. The prognosis gave her only a few months to live. While under the great emotional stress which accompanied knowledge of his wife's condition, Pitt also discovered that the solar shuttle project had been infiltrated by agents of Victor von Doom, absolute monarch of the tiny Balkan state of Latveria.

In an effort to learn the extent of the infiltration and its purpose, Pitt decided to present himself as a willing collaborator. Fearful that the spy network may well have extended into other areas of NASA, Pitt told no one of his plans, not even his superiors. Attempting to gather as much information as possible, he became the confidante of the ring's leaders. They were so impressed by Pitt that they brought the major to the attention of Doctor Doom himself. To all appearances, Desmond Pitt was a loyal spy. He soon learned that Doom's men meant to utilize the awesome powers of the solar shuttle to energize solar panels in Latveria.

Before Pitt could expose the plan to United States government officials, his wife died. Grief-stricken, Pitt became careless with his ruse and Doom discovered that he was a double agent. Doom's operatives, still highly trusted in the space pro-

gram, denounced Pitt as a traitor. Before he could be arrested, Desmond Pitt disappeared. U.S. officials deduced that he had been killed because of his apparent failure to sell secrets to Latveria.

In reality, Pitt had been kidnapped and brought to Latveria. Doom wished to make an example of Pitt to other individuals who might dare to consider betraying him. Pitt was forced to undergo nths of chemical and cybernetic transmutation. Under Doom's direct supervision, Pitt's body was reformed to resemble a legendary demon that supposedly haunted the mountains of Latveria. Code-named Darkoth the Death Demon, Pitt was given extraordinary strength, agility, and limited psionic powers. The final process in the creation of Darkoth was exposure to Doom's vibration device, a machine that could erase all traces of a man's past personality and memories. As a final humiliation, Doom implanted in Pitt's mind the suggestion that he was in reality a demon who had been rescued from the Netherworld by Doom to be his personal warrior. As such, Darkoth became the most loyal servant of the man who had made him a monster.

When Doom attempted to flee in a spacecraft, Darkoth stowed away onboard and attacked him as he piloted the ship into orbit. During the ensuing battle, Doom's craft went off course and collided with a satellite. Both Doom and Darkoth were sent hurtling into re-entry.

Darkoth survived his fiery return to Earth, and his body crashed into a barren sector of the Texas deserts. But his flaming fall from the sky had not gone unnoticed. Diablo, the master alchemist, rushed to the spot where Darkoth had landed. There he discovered that the Demon was very near death. Taking Darkoth back to his hideout, Diablo used a variant of his own life-prolonging potions to hold off Darkoth's imminent demise.

Exposing Darkoth to his will-sapping potions to insure his loyalty, Diablo chemically augmented Darkoth's powers, giving him both the powers of flight and intangibility.

STATISTICS

F GD (10)
A EX (20)
S GD (10)
E AM (50)
R GD (10)
I EX (20)
P IN (40)

Health: 90

Karma: 70

Resources: GD(10)

Popularity: 5 (50 in U.S.S.R.)

BACKGROUND

Real Name: Laynia Petrovna

Occupation: Ex-Government Agent, now Free Agent

Legal Status: Citizen of the U.S.S.R. with no criminal record

Identity: State Secret

Place of Birth: Minsk, U.S.S.R.

Marital Status: Single

Known Relatives: Nicolai Krylenko (brother), Sergei Krylov (father), Marya Krylova (mother, deceased)

Base of Operations: Moscow, U.S.S.R.

Past Group Affiliations: Champions of Los Angeles, Soviet Super Soldiers.

Present Group Affiliation:

KNOWN POWERS

Darkforce Manipulation: Darkstar has the ability to wield a form of extradimensional energy known as the Darkforce. Darkstar can form simple Darkforce shapes such as pincers, spheres, columns, and rings by mental commands. She can affect up to 2 areas at any time, and increase the density of the Darkforce to Amazing Material Strength. If using Darkforce material as a weapon, she can fire it as a beam causing up to Incredible damage with a range of 2 areas. The Darkforce can be used to support structures as if it were Incredible strength material. If Darkstar is rendered unconscious, her Darkforce constructs will dissipate.

Teleportation: Darkstar can enter the Darkforce dimension and use it to teleport up to 1 mile with Remarkable accuracy. She may take up to three individuals with her on a teleport. Anyone using this form of teleportation may not perform any other

action during the round when teleportation occurs and anyone attacking them gets a +2 CS, as transit in this fashion is highly disorienting (even for Darkstar herself). It takes Darkstar an entire round to open a portal to the Darkforce Dimension that she uses to teleport.

Flight: Darkstar can also manipulate the Darkforce to partially neutralize the effects of gravity, allowing her Good Air Speed. She can hover in place without effort or penalty.

TALENTS

Darkstar speaks English and Russian fluently.

CONTACTS

Though she no longer works for the Soviet government she may have contacts in it. She could most likely prevail upon Iceman (and through him, X-Factor) for help.



ADDITIONAL NOTES:

HISTORY

ROLE-PLAYING NOTES

Darkstar's loyalties are to the Russian people, not the government. She is a hero first and a Russian second and, of all of the Super Soldiers, relates best to non-Soviets.

Laynia Petrovna is a mutant born to a nuclear physicist and wife who were accidentally irradiated during an experiment. When her mother died in childbirth, Petrovna's father was told that she and her twin brother died in childbirth as well. The mutant infants were taken into state custody and when their powers manifested themselves in adolescence, they were turned over to Professor Piotr Phobos who had started an academy for the training of mutants. Given the code-name Darkstar, Petrovna studied at the academy alongside her brother Nicolai Krylenko (code named Vanguard) and trained to be a government agent. Soon after the academy was shut down, Darkstar was sent to the United States in a mission accompanying the fourth Crimson Dynamo. The mission aborted, she joined the Champions of Los Angeles for several months until the team disbanded. Returning to her homeland, she joined her brother and two others to form the Soviet Super-Soldiers.

STATISTICS

F CL5000
A CL5000
S CL5000
E CL5000
R CL5000
I CL5000
P CL5000

Health: 20,000

Karma: Unlimited

Resources: Unlimited

Popularity: 0

BACKGROUND

Real Name: Death

Occupation: Not Applicable

Legal Status: Not Applicable

Identity: Death is not believed to exist as a self-aware entity by the general population of Earth.

Place of Birth: Big Bang

Marital Status: Not Applicable

Known Relatives: Galactus, Eternity (siblings, parents, and children)

Base of Operations: The Material Planes

Past Group Affiliations: Occasional lover of Thanos and ally of various Elders of the Universe

Present Group Affiliation:

KNOWN POWERS

Death can use any of the Powers listed within the *Marvel Universe* books as it sees fit at Class 5000 ability. It does not usually use these Powers directly, as it prefers to operate through other agents or to wait for its prey to fail and eventually die. Death may manifest itself as a humanoid being of either gender, but is normally presented as female.

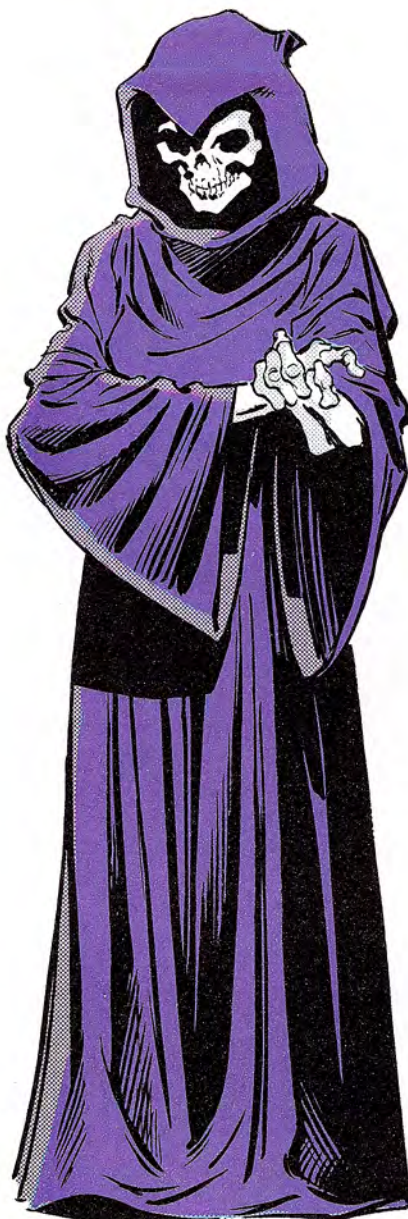
Limitations: At the center of the universe there can be found a man-shaped "hole" that is 30 feet tall where Eternity was formed. Any being in this hole is immune to Death's touch and cannot die.

TALENTS

Death possesses whatever talents are necessary for the performance of its tasks.

CONTACTS

In the Marvel Universe there are a number of "death gods" who seem connected to Death in some manner. They, and powerful demons such as



Mephisto, receive some of their power from Death.

ROLE-PLAYING NOTES

Death is silent, grim and patient.

ADDITIONAL NOTES:

HISTORY

Death can manifest itself on the physical plane at certain times to certain individuals as a sentient, quasi-tangible humanoid entity of either gender. Like Eternity, Lord Chaos, and Master Order, Death is an abstract being embodying a concept, whose true nature and origin is unknown. Death and the being called Eternity are said to comprise the mystical essence of the universe: Eternity embodies the principle of life, and Death embodies the principle of mortality.

Death and Eternity can both manifest themselves as sentient beings, and have spoken of themselves as siblings. They have appeared in humanoid form, although presumably they could appear in any guise they chose. Eternity generally appears in the form of a male, while Death usually manifests itself in female form. This may simply be the form Death chooses to seduce males into doing its will. When Death presented itself once to the vampire lord Dracula as a rival rather than as a seducer, it took male form. While Death can take the guise of a living human, it more often appears to living beings as a hooded, robed skeleton.

The personification of Death sometimes seems to possess fathomable motives. Death seems to seek new conquests, and manipulates mortals with or without their knowledge in order to gain them. Death once attempted to destroy Dracula through human pawns because Dracula was depriving it of conquests by creating vampires who were neither truly alive nor truly dead. Death failed on that occasion, but Dracula eventually fell victim to permanent destruction. Although Death ordinarily seems content to maintain a balance in the universe between its power and Eternity's, Death will seize opportunities that arise to achieve dominance over Eternity. Death once appeared to the mad Titanian Thanos in the form of a woman with whom he fell so much in love that he was willing to destroy the universe in order to please her. Death also apparently works in partnership with Galactus, the destroyer of worlds. Death has on occasion taken the role of gamesman, having once played a tournament of champions with the Elder called the Grandmaster.

Death's ultimate goals are unknown. There may be a master plan guiding its movements or nothing more than random chance. Virtu-

ally all living creatures in the known universe must eventually surrender themselves to Death. Even the Eternals and Asgardians age, although they do so very slowly, and will someday die. The Olympian gods do not age, but can be killed by a sufficiently powerful force. The Elders of the Universe, reputed to be the oldest living beings in the universe, can also be killed by a sufficiently powerful force. Galactus, the only known entity said to predate the Big Bang itself, believes his death inevitable.

The relationship between Death and the so-called gods of the dead of the various pantheons is also very hazy. Death gods like Hela and demons like Mephisto seem to receive certain undefined powers from Death and even rule over extra-dimensional realms seemingly inhabited by the souls of deceased mortals. But whether they are Death's pawns or allies cannot be determined.

It should be noted that during the second "Secret Wars," Death was "killed" by the Beyonder and then recreated. Both Deaths had identical abilities and motives, and may in fact be the same entity in different incarnations.

Death remains one of the greatest mysteries of the universe.

STATISTICS

F EX (20)
A EX (20)
S GD (10)
E EX (20)
R RM (30)
I TY (6)
P GD (10)

Health: 70

Karma: 46

Resources: PR (4)

Popularity: -5

BACKGROUND

Real Name: Phillip Wallace Sterling

Occupation: Professional criminal

Legal Status: Citizen of the U.S. with no known criminal record

Identity: Secret

Place of Birth: Riverdale, the Bronx, New York

Marital Status: Single

Known Relatives: Elizabeth Dawes Sterling (mother)

Base of Operations: An interdimensional realm

Past Group Affiliations: Former leader of the Unholy Three (as the Exterminator)

Present Group Affiliation:

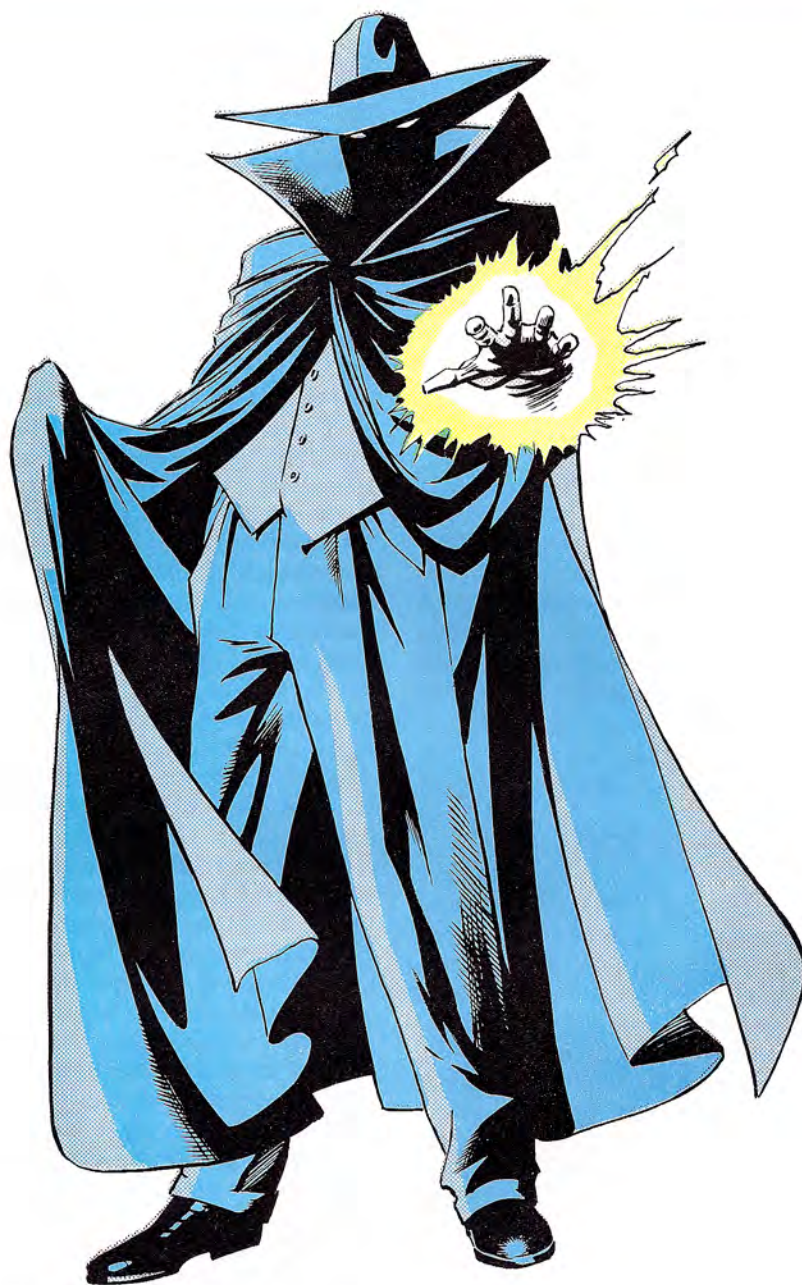
KNOWN POWERS

Intangibility: Death-Stalker ordinarily exists in an interdimensional realm lying close to Earth's dimension. From this dimension he can observe Earth without being seen. He can also temporarily materialize on Earth, either as an intangible "phantom" or as a solid figure. He can materialize on Earth for up to five hours but must rest in his interdimensional realm for at least that much time before returning.

As an intangible phantom, Death-Stalker is totally immune to physical and psionic harm. Each round he must decide whether he wishes to be solid or intangible. He cannot be both in a single round.

Death-Stalker can also "teleport" by moving quickly through his interdimensional realm, then reappearing on Earth an equal distant away. This allows him to teleport at Good Rank.

Cybernetic Deathgrip: Death-Stalker has designed a pair of cybernetic deathgrip devices which he



wears underneath his gloves. He must be in solid form and must touch his victim with a Fighting FEAT roll. The victim must make an Endurance FEAT roll against Monstrous intensity or die. Resistance vs. Radiation rank numbers add to Endurance numbers, as the deathgrip device bombards the victim with micro-waves.

TALENTS

Death-Stalker has the Electronics and Repair/Tinkering talents.

CONTACTS

Death-Stalker has had several unnamed criminal contacts in the New York underworld.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Death-Stalker is a terrifying figure, and he knows it. As the Exterminator, Sterling was a typical scheming mastermind, but as Death-Stalker, he was obsessed with destroying Daredevil and draining off the energies that prevented him from existing on Earth.

HISTORY

The criminal known as Death-Stalker was Phillip Wallace Sterling, the last member of an old, wealthy, and prestigious family that had lived in America for centuries. It is not known why Sterling turned to crime. He conducted his first known criminal activities under the alias of the Exterminator. In this role Sterling was the costumed mastermind behind a series of crimes committed by the original criminals known as Ape-Man, Bird-Man, and Cat-Man, who were otherwise known as the Unholy Three. The Exterminator developed a "time displacer ray" or "T-ray" with which he could banish a person or object from his own dimension for a period of his choosing. The Exterminator claimed that the ray projected its target into another "time continuum," but actually, the T-ray projected its victim into a limbo-like interdimensional void lying close to normal reality. If the Exterminator banished a victim for 30 minutes, then he or she would automatically return to Earth once the half hour was up. However, an intense enough amount of "displacement" radiation

could exile a victim to the interdimensional void permanently. The Exterminator wished to create the impression that he and the Unholy Three might have actually disintegrated their victims with their portable "time-displacement guns"; hence, he chose the nom du crime "Exterminator."

During a clash with the costumed crimefighter Daredevil, Ape-Man succeeded in exiling Daredevil to the void with his displacement gun. Daredevil was able to use his powers and skills to escape through a dimension warp, and tracked the Exterminator and the Unholy Three to their lair. After defeating the four, Daredevil intentionally triggered the explosion of the Exterminator's main displacement machine. At that time, Daredevil had temporarily grown tired of his superhero career, and was hoping to end it by feigning his own demise. What Daredevil did not realize was that the explosion caused the nearby Exterminator to be irradiated with an extraordinary amount of the dimensional-displacement radiation. The result was that the Exterminator found himself in an interdimensional realm so close to Earth that he could see into it without being detected from Earth. He also learned that he could re-materialize on Earth simply by willing himself to do so, and then mentally will himself back into the interdimensional realm. However, he found it impossible to remain on Earth for more than several hours at a time, because the T-radiation in his body inevitably drew him back into the interdimensional realm.

The Exterminator realized that his power had great potential for crime even as he longed for a means to control it so that he could stay on Earth as long as he wished. Therefore, he adopted the new name and costume of the Death-Stalker. He stole blueprints for a "cybernetic death-grip" from AIM and used them to create mechanisms in his gloves to give him a "touch of death." He stole the secret inventions, documents, and so forth from supposedly inaccessible places with his powers, and also attempted to obtain the materials necessary to build a T-ray

machine that could enable him to stay on Earth as long as he wanted.

Yet Death-Stalker found himself continually thwarted in both these areas by Daredevil, whom he blamed for his inability to remain on Earth, and for the ravaging of his body due to the radiation. (Death-Stalker now had a chalk-white skin which his costume concealed.) After many clashes with Daredevil, the Death-Stalker, who had learned Daredevil's secret identity of Matt Murdock, hired and outfitted a new Unholy Three and sent them to capture Murdock. (The original Unholy Three had been killed only recently.) Ape-Man II and Cat-Man II succeeded in their mission, although the Black Widow managed to stop Bird-Man II. With Murdock his prisoner in a cemetery, the Death-Stalker killed Ape-Man II and Cat-Man II and revealed he was the Exterminator to Murdock. The Death-Stalker demanded that Murdock change costume and become Daredevil for one final battle. As the battle went on, Daredevil kept getting the best of him, and finally Death-Stalker, who had shifted into the interdimensional void but was still visible on Earth, leapt at Daredevil in an irrational rage. Death-Stalker had to fully materialize on Earth in order to use his "death-grip" but in fury he materialized too soon, and solidified while passing in part through a tombstone. As a result, Death-Stalker was immediately killed.

Seeking to avenge her son's death, the Death-Stalker's mother, Elizabeth Dawes Sterling, used her fortune to construct a series of death-traps within her enormous mansion. She had a large number of identical robots, all in the form of a little girl, built to lure Daredevil into the house. However, Mrs. Sterling died before Daredevil was induced to enter the mansion.

GROUP BACKGROUND

The Death-Throws are a band of five costumed jugglers who use their great talent, coordination, and agility for criminal purposes. Very little is known about the individual and collective backgrounds of the five members of Death-Throws. Presumably, their acknowledged leader Ringleader was instrumental in organizing them. The first member of the Death-Throws to gain notoriety in the New York area was Oddball, during the time he left the team to work for the costumed subversive Crossfire. While in Crossfire's employ, Oddball met the demolitions expert Bombshell. Oddball and Bombshell were assigned by Crossfire to capture Hawkeye and Mockingbird to use in the subversive's plan to rid New York of its superhuman crimefighters. Oddball and Bombshell were taken into custody after being defeated by their intended victims, but were soon bailed out by Oddball's brother Tenpin. Oddball decided to teach Bombshell the art of jugglery apparently in order to win her affections. Bombshell became accomplished at the art so quickly that she was soon invited to join the Death-Throws.

The Death-Throws' first known assignment after recruiting Bombshell was breaking Crossfire out of police custody before he could stand trial. This assignment brought them into conflict with both Hawkeye and Captain America.

RINGLEADER

STATISTICS

F	GD (10)
A	RM (30)
S	TY (6)
E	GD (10)
R	GD (10)
I	EX (20)
P	GD (10)

Health: 56

Karma: 40

Resources: GD (10)

Popularity: -2

BACKGROUND

Real Name: Charles Last

Occupation: Professional juggler turned criminal, leader of Death-Throws

Legal Status: Citizen of the U.S. with a criminal record

Identity: Known to the authorities

Place of Birth: San Francisco, California

Marital Status: Single

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: Member of Death-Throws

Present Group Affiliation:

KNOWN POWERS

Ultimate Skill: Ringleader juggles with Unearthly skill. He carries 10 razor-sharp rings on his belt and wears padded gloves. He can inflict Good Throwing Edged damage with the rings.

TALENTS

Ringleader has the Leadership talent.

CONTACTS

Ringleader has several low-level criminal contacts on the East Coast.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Ringleader acts as the team spokesman. He prefers to lead by example, rarely issuing direct commands.

ODDBALL

STATISTICS

F	TY (6)
A	RM (30)
S	TY (6)
E	GD (10)
R	TY (6)
I	EX (20)
P	EX (20)

Health: 52

Karma: 46

Resources: GD (10)

Popularity: -2

BACKGROUND

Real Name: Elton Healey

Occupation: Professional juggler turned criminal

Legal Status: Citizen of the U.S. with a criminal record

Identity: Known to the authorities

Place of Birth: Reno, Nevada

Marital Status: Single

Known Relatives: Tenpin (brother)

Base of Operations: Mobile

Past Group Affiliations: Member of the Death-Throws, employee of Crossfire

Present Group Affiliation:

KNOWN POWERS

Ultimate Skill: Oddball juggles with Unearthly skill. His specialty is juggling spheres, and he carries 12 specially modified hollow balls. These include:

- Smoke balls (treat as smoke grenades).
- Knock-out gas balls of Incredible intensity.
- Acid balls of Excellent intensity.
- Solid rubber balls that do Good Blunt throwing damage.
- Spiked spheres inflicting Typical Edged throwing damage.
- Fire balls doing Good fire damage.

TALENTS

Oddball is a trained acrobat.

CONTACTS

None

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Oddball is a loon. He keeps up a bizarre patter at all times even when not juggling. He takes offense easily.

BOMBSHELL

STATISTICS

F	GD (10)
A	EX (20)
S	TY (6)
E	GD (10)
R	TY (6)
I	EX (20)
P	GD (10)

Health: 46

Karma: 36

Resources: GD (10)

Popularity: -3

BACKGROUND

Real Name: Wendy Conrad

Occupation: Professional criminal turned juggler

Legal Status: Citizen of the U.S. with a criminal record

Identity: Known to the authorities

Place of Birth: Scarsdale, New York

Marital Status: Single

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: Member of the Death-Throws, employee of Crossfire

Present Group Affiliation:

KNOWN POWERS

Ultimate Skill: Bombshell juggles with Monstrous skill. She specialized in explosives before becoming a member of Death-Throws and juggles armed explosives, which will do Typical to Incredible damage. She normally carries up to 12 of them on her person.

Stun Bracers: Bombshell wears a pair of wrist-firing stun bolts which stun at Excellent intensity with a range of 1 area.

TALENTS

Bombshell is a demolitions expert and receives a +1 CS when creating, rigging, or defusing explosive objects.

CONTACTS

As a mercenary, Bombshell has several criminal contacts on the East Coast.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Of all of the Death-Throws, she is the most homicidal. She enjoys loud noises, such as those caused by her bombs going off in orphanages.

TENPIN

STATISTICS

F	GD (10)
A	RM (30)
S	TY (6)
E	GD (10)
R	TY (6)
I	GD (10)
P	EX (20)

Health: 56

Karma: 36

Resources: GD (10)

Popularity: -2

BACKGROUND

Real Name: Alvin Healey

Occupation: Professional juggler turned criminal

Legal Status: Citizen of the U.S. with a criminal record

Identity: Known to the authorities

Place of Birth: Reno, Nevada

Marital Status: Single

Known Relatives: Oddball (brother)

Base of Operations: Mobile

Past Group Affiliations: Member of the Death-Throws, employee of Crossfire

Present Group Affiliation:

KNOWN POWERS

Ultimate Skill: Tenpin juggles with Unearthly skill. He uses specially weighted bowling pins which can be thrown to inflict Good Throwing Blunt damage. He can ignite them to do Excellent fire damage. The clubs are made of Typical material and Tenpin carries five at a time.

TALENTS

None

CONTACTS

None

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Tenpin prefers to follow quietly. Compared to his brother Oddball he is extremely unobtrusive.

KNICKKNACK

STATISTICS

F	EX (20)
A	RM (30)
S	TY (6)
E	GD (10)
R	TY (6)
I	GD (10)
P	GD (10)

Health: 66

Karma: 26

Resources: GD (10)

Popularity: -3

BACKGROUND

Real Name: Nick Grossman

Occupation: Professional juggler turned criminal

Legal Status: Citizen of the U.S. with a criminal record

Identity: Known to the authorities

Place of Birth: Unknown

Marital Status: Single

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: Member of the Death-Throws

Present Group Affiliation:

KNOWN POWERS

Ultimate Skill: Knickknack juggles with Unearthly skill. His specialty is juggling objects of dissimilar shapes. Weapons inflict normal Throwing Edged or Blunt damage. Items he has used in the past include a chain saw (Excellent damage), a lead pipe, and a meat cleaver.

TALENTS

None

CONTACTS

None

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Knickknack is kind of slow on the uptake and probably the most eager of the five to rush into thrilling situations.

STATISTICS

F RM (30)
A EX (20)
S RM (30)
E RM (30)
R GD (10)
I GD (10)
P GD (10)

Health: 110

Karma: 30

Resources: UN (100)

Popularity: 0

BACKGROUND

Real Name: Unrevealed

Occupation: Usurper empress of Shi'Ar Empire

Legal Status: Citizen of Shi'Ar Empire, illegal alien on Earth

Identity: The fact that Deathbird is an alien is not known to the general public of Earth.

Place of Birth: The Aerie, Shi'Ar home world

Marital Status: Single

Known Relatives: Lilandra (sister), D'Ken (brother)

Base of Operations: Shi'Ar Empire

Past Group Affiliations: Ally of the Brood

Present Group Affiliation:

KNOWN POWERS

Flight: She has Monstrous control over her flying, which can reach Good Air Speed for up to 6 hours, less if she is carrying extra weight. Her load-lift capacity is 290 pounds, but her arms must be free. She can hover in place, but not for more than two rounds. She can use her hands

Pinions: Deathbird's pinions are sharp, spur-like vanes and can be used for fighting, causing Good damage on the Edged Attack column. She normally uses these when flying to make "fly-by" attacks.

Talons: Deathbird possesses talon-like fingernails of extraordinary (Remarkable Material) tensile strength. With them she can cause Excellent Edged Attack damage, but may not use them when flying.

Berserker Frenzy: Deathbird can go into a berserk frenzy when she is in combat by making a red Endurance FEAT roll. If the roll is made, both her Fighting and Endurance

ranks increase by a +1 CS, but they do not alter her Health. She can only retain this state for 10 rounds a day.

Javelins: Deathbird carries 12 modified telescoping "javelins" in her wristlets. She can throw these javelins up to 4 areas away. The javelins which she has used include:

- Normal javelins that cause Remarkable Edged damage.
- Javelins that release a gas which fills the area struck. The gas is distracting and hard to breathe. Everyone not protected from gas suffers a -1 CS for all FEATs performed in the area. The gas dissipates in three rounds.
- Two javelins which, when

touched together, produce an Incredible strength electrical bolt. These two javelins can produce up to eight bolts, with a 2 area range.

TALENTS

As noted above, Deathbird has the Weapon Specialist talent with her javelins and has Martial Arts E. She has an extensive background in Shi'Ar law as both a former criminal and current empress.



CONTACTS

Deathbird has allied herself with the alien races of Badoon and Brood in the past to further her political aspirations. She has contacts with both, but trusts neither. She also enlisted the aid of rebellious members of the Royal Elite Imperial Guard in her coup (including Hussar, Fang, Warstar, and Quasar). Since she is now the acting Majestrix, it seems logical that she can order the entire Guard with complete authority.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Deathbird is a crafty, manipulative woman who lusts for absolute power. She has deposed her sister as Empress and will do anything to remain on the throne.

HISTORY

Deathbird was the first born to the ruling family of the Shi'Ar, a race of mammal-like humanoids descended from bird-like creatures. Unlike her younger siblings, D'Ken and Lilandra, Deathbird possessed atavistic characteristics (notably functional wings growing from her arms, an extraordinary revolutionary "throw-back" mutation). For reasons yet to be revealed, Deathbird was denied her birthright as heir to the throne, an honor bestowed upon her younger brother D'Ken. For crimes against the state, Deathbird was exiled into space. Eventually making her way to Earth, Deathbird began to gather supplies to repair her interstellar vessel, crossing paths along the way with the Earth heroes Ms. Marvel and Hawkeye. Escaping from Earth at last, Deathbird allied herself with the alien Brood and returned to the Shi'Ar homeworld to wrest control of the empire from her brother D'Ken (who was in charge at the time) and sister Lilandra. Despite the efforts of Lilandra's loyal Imperial Guard, Deathbird succeeded and currently is empress of the Shi'Ar.

STATISTICS

F AM (50)
A RM (30)
S IN (40)
E IN (40)
R EX (20)
I AM (50)
P PR (4)

Health: 160

Karma: 74

Resources: FB (2)

Popularity: 0

BACKGROUND

Real name: Luther Manning

Occupation: Colonel in the U.S. Army, retired

Legal Status: Citizen of the U.S. with no criminal record, officially dead as of 1985 (in an alternate reality)

Identity: His existence is not generally known to the general public.

Place of Birth: Detroit, Michigan

Marital Status: Married

Known Relatives: Janice (wife, separated), Richard (son)

Base of Operations: New York area

Past Group Affiliations: Former member of the CIA, pawn of Roxxon Corporation and Fixer & Metallo

Present Group Affiliation:

KNOWN POWERS

Cybernetic Body: Over 75% of Manning's body was replaced with cybernetics. Besides enhancing his physical attributes and intuition, he has the following abilities:

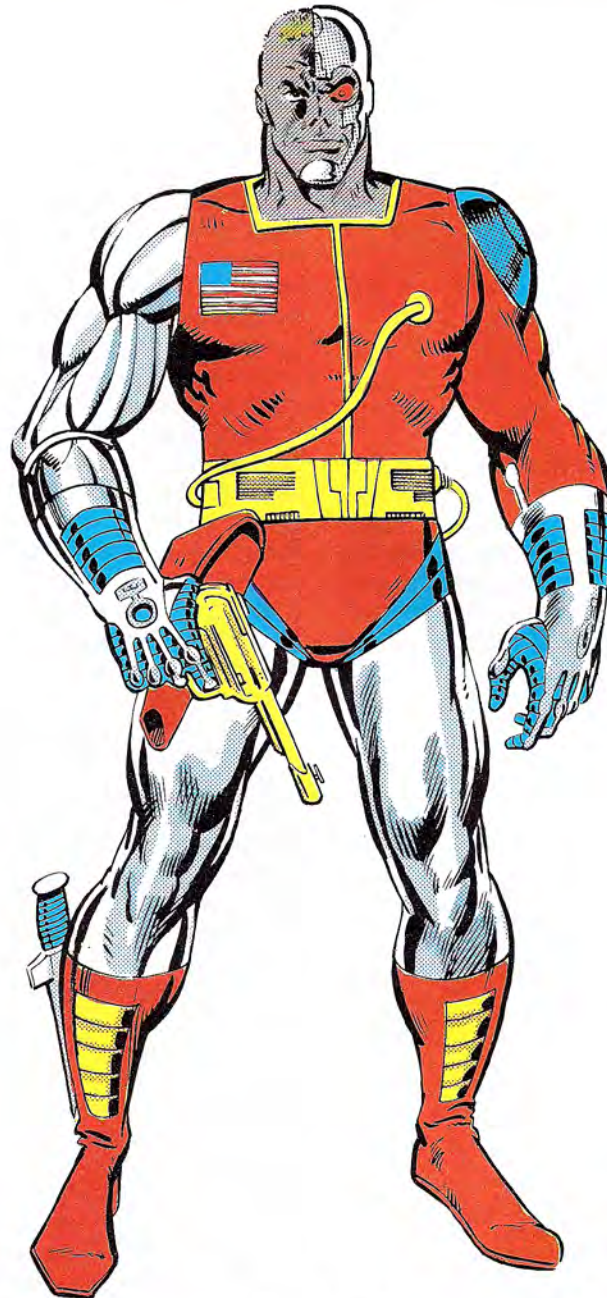
- Body Armor at Excellent Rank
- Enhanced senses at Remarkable rank, including infrared/ultraviolet vision, telescopic enhancement, and audio amplification.

Weapons: Deathlok carries a special Laser Pistol with a range of Remarkable that does Incredible damage. It runs off Deathlok's own power supply. He also carries a knife made of Remarkable material.

Robotic duplicate: While in the Marvel Universe, Deathlok's body was used as a template by the Roxxon Corporation for a robotic duplicate. While this construct had all of the above powers and weapons, it was limited to the following attributes:

F A S E R I P
RM EX AM IN GD GD FB

Internal Computer: A microprocessor within Deathlok's skull provided many of the attribute enhancements that the character enjoys. The computer was also able to override Manning's self-control, making him a passenger in his own body. The computer can be reprogrammed by anyone with the appropriate skills, making a Reason FEAT roll against Amazing intensity.



TALENTS

Deathlok's computer augmentation gives him the Weapon Master talent, Martial Arts A, and Computers. Manning has the Military Talent from his army days.

CONTACTS

In his alternate reality Manning had several highly-placed military contacts.

ADDITIONAL NOTES:

HISTORY

Luther Manning enlisted in the army in the late 1970's and rose through the ranks to become colonel. During war games in 1985, Manning was critically injured by the effects of a concussion mine. (This incident occurred in a recently-diverged alternate reality, and is not a part of the mainstream timeline.) Manning's superior, Major Simon Ryker, salvaged his body for use in Project: Alpha-Mech, a covert operation whose purpose was to create cyborg super-soldiers. Manning's brain, nervous system, and still-living tissue were transplanted into a synthetic body in an operation performed by Major Ryker's brother Harlan Ryker (code-named Hellingier), who had, years before given his brother Simon cybernetic parts to repair damage to his legs and spine incurred in an altercation with Doctor Doom.

Manning awoke from the weeks-long operation in a body that was partially his own and with a mini-computer occupying a portion of his cranium. He was given the code-name Deathlok. At first an unwilling agent of Ryker, Deathlok broke free of his control and became a free agent. On a CIA assignment, Deathlok met the enigmatic Godwulf, a vigilante who had access to some time travel machinery in his headquarters in the subways of New York City. Godwulf displaced Deathlok in time, where the cyborg was snatched by a time machine used by the Fixer and Mentallo and brought to the present. The Fixer's

inventive genius enabled him to override Deathlok's computer-brain, enabling the criminals to use Deathlok as their pawn. The Fantastic Four confiscated Deathlok's now-inert body from the Fixer and turned him over to a cyberneticist in London.

There agents of the oil company Roxxon stole Deathlok's body, placing him in the custody of Roxxon-employed surgeon, Harlan Ryker, ironically the man who (in an alternate reality) would create the Deathlok cyborg in the first place. Ryker gave the cyborg a rigorous biopsy in order to learn from it. Then in association with other members of Roxxon's Department M (for "Mutagenics"), he created a robotic simulacrum of Deathlok. This robot was turned over to Roxxon's Nth Command for testing. It was sent to infiltrate and destroy Project Pegasus, the government energy research facility. The Deathlok robot was destroyed before it could carry out its mission.

Eventually Ryker got the original Deathlok functional. By this time, Luther Manning's clone had been dispatched by Godwulf (a former member of Roxxon's Nth Command) to find Deathlok. The clone succeeded in his mission with the help of Captain America, and gave his life to free Deathlok from Roxxon mental domination. Deathlok returned to his own alternate reality where he joined forces with Godwulf and his band of Redeemers to defeat Harlan Ryker's plans of nuclear annihilation. Deathlok remains in his near-future alternate reality, searching for a purpose in life.

ROLE-PLAYING NOTES

Deathlok is a bitter hero, resentful of his powers and his forced obedience to the computer within him. He hates his semi-human state and would willingly end his nightmarish existence if the computer would allow him to do it.

STATISTICS

F PR (4)
A TY (6)
S PR (4)
E EX (20)
R GD (10)
I UN (100)
P MN (75)

Health: 34

Karma: 185

Resources: GD (10)

Popularity: 3

BACKGROUND

Real Name: Irene Adler

Occupation: Special agent for the U.S. Government

Legal Status: Citizen of the United Kingdom with a criminal record

Identity: Secret

Place of Birth: Salzburg, Austria

Marital Status: Widowed

Known Relatives: None

Base of Operations: Washington, D.C.

Past Group Affiliations: Freedom Force (originally Brotherhood of Evil Mutants)

Present Group Affiliation:

KNOWN POWERS

Precognition: Destiny has a 97% chance of predicting the correct timeline for the next round of game-play, but loses 10% of her accuracy for every round following the initial one. Another factor that may alter the timeline is any totally unexpected, irrational behavior by her teammates. If Destiny takes an active hand in the actions of the next few rounds, her chance of guiding her team to the right prediction is improved.

This has the following effects:

- 1) As long as Destiny can clearly communicate with her comrades, her team will always immediately gain surprise (their initiative die roll is always considered 11). All of Destiny's teammates must be within three unobstructed areas of her for this power to work. If Destiny is rendered unconscious, or is otherwise unable or unwilling to participate, all the advantages are lost.
- 2) Destiny can use her Karma to help another character's actions (as she would normally help her own) if

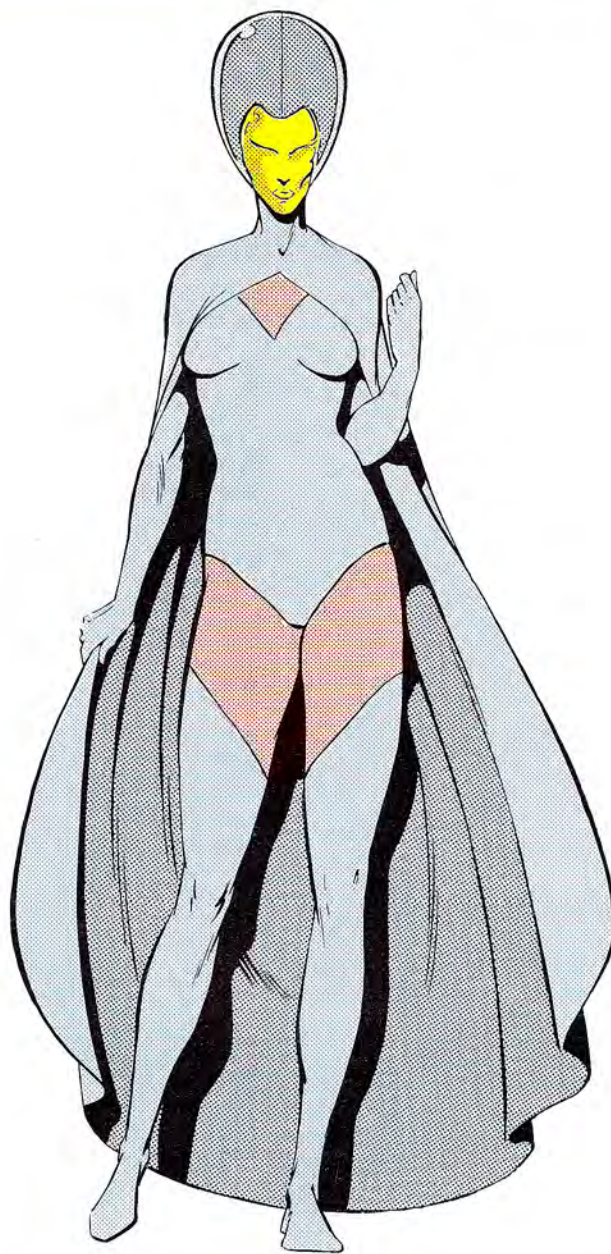
the other character is within three unobstructed areas of her.

- 3) If Destiny attempts to make a long range prediction (more than five rounds in the future), the Judge should secretly make a Psyche FEAT roll for her. Predicting up to 15 minutes into the future requires a green FEAT roll, up to 24 hours in the future is a yellow FEAT roll, and beyond that is a red FEAT roll. Any white failure means that she has completely failed and sees nothing, while a colored failure means that she sees the wrong timeline and the Judge should present a misleading scenario.

When she fails, all surprise and initiative advantages, and the ability to confer them on others, are lost for the next 1-10 rounds.

Blindness: Destiny is blind and usually carries a cane in her normal identity. When in battle, she wears a full face mask. Her powers allow her to see the most probable objects characters, etc., that are present. She cannot be attacked by holograms or optical attacks (though some psionic illusions will still fool her). If her mental powers are stripped or neutralized she cannot see.

Weapon: Destiny occasionally car-



ries a crossbow pistol which has a range of Good and does Good damage.

TALENTS

Destiny has the Bows talent. She is fluent in German and English.

CONTACTS

Other than the fact that she is an old and dear friend of Mystique, nothing is known of Destiny's prior life.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Destiny is not much of a fighter but prefers to act as a counsellor to Mystique. She acts as team leader when Mystique is elsewhere.

HISTORY

Almost nothing has been revealed about the woman named Destiny. It is not even known how old she is, for whereas she appears to be a woman in her 60's, it has been speculated that she is far older. She is a longtime friend of Mystique, and joined the latter's new criminal Brotherhood of Evil Mutants.

Aware of the U.S. government's growing anti-mutant activity, Mystique decided to offer the Brotherhood's services to the government, and renamed it Freedom Force. Destiny participated in Freedom Force's first mission for the U.S. government: the capture of Magneto, leader of the original Brotherhood of Evil Mutants.

Destiny recently travelled with the Freedom Force to Dallas, where she foresaw the deaths of the X-Men in battle against the Trickster. Her face was revealed on national television during the course of the battle.

STATISTICS

F TY (6)
A GD (10)
S TY (6)
E EX (20)
R TY (6)
I EX (20)
P TY (6)

Health: 42

Karma: 32

Resources: TY (6)

Popularity: 0

BACKGROUND

Real Name: Paul Destine

Occupation: Former carnival mentalist, later presidential candidate

Legal Status: Citizen of the U.S. with no criminal record

Identity: The general public was unaware of Destine's powers.

Place of Birth: Kansas City, Missouri

Marital Status: Single

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS

Telepathy: Before he possessed the Helmet of Power, Destine was a natural telepath, with Remarkable abilities.

Helmet of Power: Destine was the first of many in recent years to wear the artifact more frequently known as the Serpent Crown. It grants its wearer several abilities:

- **Strength** — With the Crown, Destine has Amazing Strength and Endurance, and his Health rises to 116.

- **Domination** — The wearer of the Serpent Crown can control another's will at Monstrous level, or the wills of everyone watching, even over broadcast airwaves, at Remarkable intensity. As a power stunt, the wearer can conjure up Remarkable mental illusions.

- **Telekinesis** — The Crown can be used for Monstrous telekinesis. As a power stunt, Destine once used this ability to trigger an earthquake, doing Typical damage to all property in a 25-area radius.

The Serpent Crown was worn by a line of people later, including the



Scarlet Witch. At first subtly, then more overtly, the Crown would attempt to enslave its wearer (treat as Unearthly Domination) for its own purposes. On the lighter side, it also provided its wearer with Immortality, keeping him or her from the ravages of aging. The Crown is currently believed to be destroyed.

ADDITIONAL NOTES:

TALENTS

None

CONTACTS

None

ROLE-PLAYING NOTES

Destiny's original profession, that of sideshow mentalist, would have provided him with all the adulation he craved, had he not found the "Helmet of Power." With its mind-warping effects growing more and more pronounced, he desired worldwide fame and dominion. He particularly disliked the Sub-Mariner's incessant interference, and would go out of his way to cause Namor grief.

In the 1930's and 40's, Destiny had become a cruel and sadistic villain, enjoying his victims' suffering. By more recent years, he had become a megalomaniacal paranoid, eager to enslave the Earth or, failing that, destroy it utterly. By the time of his death, he was completely insane.

HISTORY

Early in the 20th century, Paul Destine, using the stage name Mentallo, earned his living performing a mind-reading act in a carnival sideshow. Unlike most supposed mentalists in carnivals, however, Destine would actually read the thoughts of others telepathically. In an effort to learn more about his powers, Destine did research in a number of books on magic. From these he learned about a legendary race known as the Ancients, who had mastered telepathy.

Seeking to find the site of the Ancients' civilization, Destine joined an expedition to Antarctica aboard the ice-breaker Oracle, commanded by Captain Leonard McKenzie, in 1920. There, he and McKenzie found a highly advanced form of dynamo, which had been built by the Ancients, and which was now entombed in ice. Destine broke through the ice, intending to use the dynamo to increase his mental powers. But by activating the device, Destine unintentionally triggered an avalanche. Gravely injured, Destine revived to see the so-called Helmet of Power, which had apparently been hurled near him by the avalanche, and which was actually the dis-

guised mystical object of power called the Serpent Crown. Apparently the Ancients were actually a colony of water-breathing Lemurians and had buried the Crown there. The Helmet greatly increased Destine's psionic abilities, as well as healing his injuries and transforming him into a larger, physically stronger man. Destine did not return to the expedition and eventually used one of the Ancients' devices to place himself in suspended animation, during which his powers continued to increase.

Decades later, Destine emerged from suspended animation. He now called himself Destiny, for he believed it was his fate to rule the world. Through his telepathic abilities, Destiny learned of the existence of the civilization of water-breathing Atlanteans then living beneath the Antarctic ice. As a test of his immense powers, Destiny triggered a series of immense earthquakes that threatened to destroy the Atlanteans. Prince Namor the Sub-Mariner, who was the grandson of the Atlantean emperor Thakorr and the son of Leonard McKenzie and the Atlantean princess Fen, went to the Antarctic surface to investigate. There, Namor confronted Destiny but was defeated by him. Destiny psionically held Namor helpless and then used his mental powers to destroy the Atlantean settlements. Cruelly, Destiny used his psionic powers to show Namor mental images of the catastrophe, including the deaths of Fen and Thakorr. (Most of the Atlantean population, however, survived.) Then Destiny used his mental powers to force Namor to fly to New York City, to give Namor amnesia, and to dull his ability to think. The result was that Namor spent years living in New York City as a derelict, unaware of his true identity, until his memory and full mental clarity were restored through the actions of the second Human Torch. As for Destiny, he himself returned to suspended animation to increase his powers further.

After emerging from suspended animation Destiny again clashed with the Sub-Mariner in Antarctica, but in the course of their battle,

Namor unintentionally triggered an avalanche of ice. By the time Namor had freed himself from the ice, Destiny was gone.

Destiny made his way back to the United States, and, under his true name, became a third party presidential candidate. Using the Helmet's powers, Destiny rendered virtually everyone who heard his speeches submissive to his will. Destiny intended by this means to win the next presidential election, and then use the United States' military might to conquer the rest of the planet. Destiny planned to enslave a large portion of the American populace mentally through a live television address. But just before he began this speech on television, the Sub-Mariner burst into the studio, Destiny battled and overcame Namor, and hurled him from the roof of a building to the street below. But the Sub-Mariner's tremendous superhuman strength enabled him to survive the fall. Unable to accept the fact of Namor's survival, Destiny went wholly insane. Irrationally claiming he did not need the Helmet, Destiny said he would levitate himself down to the cheering masses of his followers through his own powers. Destiny then jumped off the roof and fell to his death.

GROUP BACKGROUND

The Deviants are an evolutionary offshoot of humanity that was brought into being approximately one million years ago through genetic experimentation by the extraterrestrial Celestials.

The Deviants are not immortal or indestructible. The sole known exception is the Warlord Kro, who, despite being vulnerable to injury, has lived for untold centuries, although he has concealed this fact from his fellow Deviants. Many Deviants possess superhuman abilities. The most common superhuman power among the Deviants is superhuman strength.

The Deviants were the first natives of Earth to develop technology, and even thousands of years ago had already become highly advanced in the study of genetics. It was the Deviants who created the Subterraneans as their slaves, and it has been speculated that it was the Deviants who genetically transformed ordinary humans into the water-breathing Atlantean race.

Originally the Deviants built their cities on the Earth's surface. They used their advanced technology to conquer the nations of humans, and eventually conquered the entire known world except for the empire of Atlantis.

Since the sinking of Lemuria, Earth's Deviant population has been greatly reduced from what it was. Because of the Deviants' distaste for childbearing, they have felt no need to increase their numbers by a considerable degree, and today there are only about two thousand Deviants in the world, most of whom are sequestered underground.

KRO

STATISTICS

F	RM (30)
A	RM (30)
S	EX (20)
E	RM (30)
R	IN (40)
I	IN (40)
P	AM (50)

Health: 110

Karma: 130

Resources: RM (30)

Popularity: -5

BACKGROUND

Real Name: Kro

Occupation: Former warlord, later Monarch of the Deviants

Legal Status: Citizen, then Monarch of Deviant Lemuria

Identity: Not known to the general populace of Earth as a Deviant.

Place of Birth: Deviant Lemuria

Marital Status: Single

Known Relatives: None

Base of Operations: Deviant Lemuria

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS

Molecular Control: Kro has Unearthly control over his body on a molecular level. This allows him the powers of Elasticity at Remarkable level, as he can move molecules to alter his appearance like putty. He is limited insofar as his alterations cannot affect his skeletal system or his weight in non-trivial ways, nor disguise his pale red skin without makeup. He can also employ Regeneration at Excellent rank and Resistance to Disease at Typical rank.

Deviant Weaponry: Deviant scientists are especially dedicated to weapon technology, their achievements on par with the work of Doctor Doom. As Monarch of his race, Kro had access to any equipment he desires. Common items are projectile weapons that do Incredible energy or force damage, Remarkable Flame, or Amazing Snaring Missile, or Unearthly Paralyzing Touch.

Infra-red Goggles: Kro often wears goggles that give him Good rank Infravision.

TALENTS

Kro is a master tactician, gaining a +2 CS to any combat-related Reason FEATs. He also possesses the Military and Leadership talents.

CONTACTS

Kro can always rely on the Eternal Thena for aid. Frankly, he is more popular with her people than his own at this time.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Kro is wily and to some extent evil. He cares little for the welfare of most others, and his history is rife with examples of his disregard for life. He is a skilled combatant and often fights for the sake of

causing injury or pain. For all this, he is a man of honor, an oddity in the depraved Deviant society. His word is rarely given and always upheld. Too, his love of Thena, one of the noblest Eternals, may be softening Kro's darker side.

In short, Kro is a villain, but an appealing one.

REJECT

STATISTICS

F	RM (30)
A	RM (30)
S	EX (20)
E	RM (30)
R	TY (6)
I	EX (20)
P	TY (6)

Health: 110

Karma: 32

Resources: FB (2)

Popularity: 1

BACKGROUND

Real Name: Unknown, rumored to be Ransak

Occupation: Warrior, sometime movie actor

Legal Status: Honorary citizen of Olympia

Identity: Not known to the general populace of Earth as a Deviant

Place of Birth: Deviant Lemuria

Marital Status: Single

Known Relatives: None

Base of Operations: Olympia and Japan

Past Group Affiliations: Former gladiator in the Deviants' Arena of Combat, Ally of the Eternals

Present Group Affiliation:

KNOWN POWERS

Killing Frenzy: Trained from early childhood to be a savage killer, Ransak can enter a killing fury which boosts his Strength and Endurance to Incredible and his Health to 140 and gives him the equivalent of Poor Body Armor (as he can ignore minor wounds). He must make a red Psyche FEAT roll to come out of this frenzy before everyone in front of him is dead. If Thena is attempting to influence him, or if the remaining targets are friends, only a yellow roll is necessary.

Love of Combat: In any situation where things might become violent, Ransak must make a yellow Psyche FEAT roll to avoid going into combat immediately.

TALENTS

Ransak is skilled with hand-to-hand weaponry, giving him the Sharp Weapons talent. He has Martial Arts A and B.

CONTACTS

Ransak is an ally of the Eternals and could call upon them for help if he so wished. He is currently a student of the Eternal Kingo Sunen.

ADDITIONAL NOTES:

KARKAS

STATISTICS

F TY (6)
A PR (4)
S AM (50)
E IN (40)
R EX (20)
I GD (10)
P EX (20)

Health: 100

Karma: 50

Resources: GD (10)

Popularity: 0

BACKGROUND

Real Name: Karkas

Occupation: Former gladiator, now scholar

Legal Status: Honorary citizen of Olympia

Identity: Karkas' existence is unknown to the general public of Earth

Place of Birth: Deviant Lemuria

Marital Status: Single

Known Relatives: None

Base of Operations: Olympia

Past Group Affiliations: Former gladiator in the Deviants' Arena of Combat, Ally of the Eternals

Present Group Affiliation:

KNOWN POWERS

Mutated Body: A freak even by Deviant standards, Karkas is covered with a tough, red elephant-like hide over his entire body, providing him with Amazing Body Armor. He is hairless, has no outer ear, and has six claw-like single-jointed digits on each foot and hand. His lack of opposing digits does not allow him to utilize many ordinary tools.

TALENTS

Karkas has the Student Talent, and receives a +1 CS in matters of Philosophy, his speciality. He also possesses a Photographic Memory, allowing him to retain anything that he is exposed to.

CONTACTS

Karkas currently resides on Olympia and could call upon Thena and the remaining Eternals for help.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Karkas is a pacifist who does not believe in fighting under any circumstances except for self-preservation. He is extremely loyal to Thena and is constantly seeking knowledge.

GHAUR

STATISTICS

F GD (10)
A GD (10)
S TY (6)
E TY (6)
R GD (10)
I EX (20)
P EX (20)

Health: 32

Karma: 50

Resources: EX (20)

Popularity: -3 (40 among Deviants)

BACKGROUND

Real Name: Ghaur

Occupation: Priestlord

Legal Status: Citizen of Deviant Lemuria

Identity: Ghaur's existence is unknown to the general population of Earth.

Place of Birth: Deviant Lemuria

Marital Status: Unknown

Known Relatives: None

Base of Operations: Deviant Lemuria

Past Group Affiliations: Priesthood of the Deviants

Present Group Affiliation:

KNOWN POWERS

Mind Control: Ghaur has Amazing Mind Control powers which he can only use on Deviants whose genetic codes are known to him (see Talents below). Ghaur has mastered the power-stunt of altering a Deviant's malleable genetic structure, so that he might bestow any new Body Alteration upon a Deviant (up to Amazing rank) or just as easily kill the victim by inducing a lethal mutation. Kro, who has Unearthly control over his own body, is immune to Ghaur's powers.

Celestial Powers: As the culmination of Ghaur's greatest plot, he was possessed of the enormous power of the Dreaming Celestial. His stats became:

F A S E R I P
MNAM CL3000 CL5000 RMAMSHY

Health: 8125

Karma: 280

In this form, Ghaur had Shift X Armor against all attacks, and virtually any other power at Shift Z rank. At the same time, Ghaur's mind was destroyed by the Dreaming Celestial, so the power was something of a mixed blessing. It required the unimaginable power of the Uni-mind to stop Ghaur and the Celestial artifact known as the Vial from the Pyramid of the Winds to secure the Celestial's energies.

TALENTS

While a priestlord, Ghaur had the Leadership and Occult Lore talents. Ghaur also has Photographic Memory, which he has used to memorize the genetic code of every living Deviant except Kro. This allows him to use his Mind Control power on any living Deviant.

CONTACTS

Before his transformation, Ghaur was the center of a clerical network that held great sway in, and eventually ruled, Deviant Lemuria.

ADDITIONAL NOTES:

STATISTICS

F GD (10)
A TY (6)
S MO (75)
E UN (100)
R TY (6)
I PR (4)
P FB (2)

Health: 191

Karma: 12

Resources: FB (2)

Popularity: -5

MOON-BOY

STATISTICS

F GD (10)
A RM (30)
S TY (6)
E GD (10)
R GD (10)
I GD (10)
P PR (4)

Health: 56

Karma: 24

Resources: FB (2)

Popularity: 0

BACKGROUND

Real Names: Devil Dinosaur and Moon Boy

Occupation: Adventurers

Legal Status: None

Identity: The populace of Earth does not know of the pair's existence.

Place of Birth: Unknown

Marital Status: Unknown, presumably single in the case of Moon Boy

Known Relatives: None

Base of Operations: New York City

Past Group Affiliations: Members of the Fallen Angels.

Present Group Affiliation:

DEVIL DINOSAUR'S KNOWN POWERS:

Altered Metabolism: For some unknown reason (either because Devil is a mutant, or he was engulfed by highly chemical lava fires at a young age) Devil is smarter and quicker than a normal tyrannosaur. He stands 20 to 25 feet high and has bright red skin, also a result of the lava fire. He has unusual willpower for a creature and should be treated

as a character rather than a dumb beast.

Bite: Devil's bite does Monstrous damage.

Stomp: Devil can stomp in one of two ways. He can stomp with one leg into any adjacent area, causing Monstrous damage. He can also leap into the air up to 2 areas away and stomp with both legs, causing Unearthly damage. The leaping stomp is so unpredictable that anyone trying to Dodge it receives a -1 CS.

Movement: Devil can move at Remarkable Land Speed or Leap across 3 areas, but not up or down more than 1 area in height.

Tracking: Devil can track prey by smell at Incredible rank.

Body Armor: Devil's natural hide acts as Monstrous body armor against physical attacks and Amazing against energy attacks.

DEVIL'S TALENTS

None

DEVIL'S CONTACTS

None

MOON-BOY'S KNOWN POWERS

None

MOON-BOY'S TALENTS

Moon-Boy can ride Devil with Amazing ability. He can also communicate with Devil on a basic level through unknown means. He has the Thrown Weapons, Acrobatics, and Tumbling talents. He cannot speak English at this time.

MOON-BOY'S CONTACTS

Moon-Boy can rely on help from his own race, the Small People. On Earth he has become friends with the Fallen Angels.



ADDITIONAL NOTES:

HISTORY

Moon-Boy and Devil Dinosaur come from "Dinosaur World," an alternate Earth resembling early pre-historic times, where man was slow to evolve and dinosaurs never became extinct. Moon-Boy is a member of the Small People, a tribe of intelligent fur-covered humanoids. A wanderer, his lack of fear of the nighttime earned him his name.

During his wanderings, Moon-Boy came upon another tribe attacking a young tyrannosaur. He saved the beast, but not before it was seared red by strange red lava fires. Grateful, the tyrannosaur, which Moon-Boy named "Devil," continued to

travel with Moon-Boy and the two had many adventures. In the course of their travels, the two have appeared on the Marvel Earth from time to time, but have always returned to their home dimension without attracting serious attention.

Recently, the Fallen Angels, a loosely-knit band of super-powered children, travelled to Dinosaur World and came across Moon-Boy and Devil. After an understandable bit of initial reservation, the Angels and Moon-Boy became fast friends. The two travelled with the Angels and are now staying in a garage on Earth with a street gang. Moon-Boy and Devil are slowly but surely becoming accustomed to their strange new home.

ROLE-PLAYING NOTES

Moon-Boy is a fun-loving youth who loves riding and being with Devil. He is intrigued by Earth and tries to help his comrades in the Angels whenever possible. Devil is completely loyal to Moon-Boy and often draws attention to himself by attempting to help his friend.

STATISTICS

F GD (10)
A TY (6)
S TY (6)
E GD (10)
R GD (10)
I TY (6)
P EX (20)

Health: 32

Karma: 36

Resources: GD (10)

Popularity: -10

BACKGROUND

Real Name: Estaban Diablo

Occupation: Alchemist

Legal Status: Criminal

Identity: Known to authorities

Place of Birth: Saragossa, Spain

Marital Status: Single

Known Relatives: None

Base of Operations: Mobile

Talents: Alchemical Lore; Speaks Spanish and English

Contacts: Gilded Lily (former student)

Past Group Affiliations: Primal Elementals

Present Group Affiliation:

ROLE PLAYING NOTES

Diablo is a patient man who is out to conquer the world in his own time. He always acts on his own or with the aid of his servants, the Primal Elementals. He distrusts human allies, especially other Alchemists who are his equals (such as Gilded Lily). He maintains a special obsession with the destruction of the Fantastic Four.

KNOWN SUPERPOWERS

Diablo possesses no superhuman powers, except for prolonged life and vitality granted him by an alchemical elixir which he must partake of from time to time.

EQUIPMENT

Diablo's powers stem entirely from the huge arsenal of alchemical potions and pellets that he has discovered or concocted. His entire costume is lined with hidden pockets and pouches where he keeps his array of alchemical weapons.

The diversity and extent of the effects of his alchemy at times seem magical in nature. The basis of the ancient science of alchemy was the transmutation of elements (lead into gold being the most sought after effect) by means unknown to modern science. Since all matter is made up of elements, a mastery of alchemy gives one a wide range of materials to work with. Diablo's alchemy enables him to control or influence his own body, the bodies of others, or the environment itself.

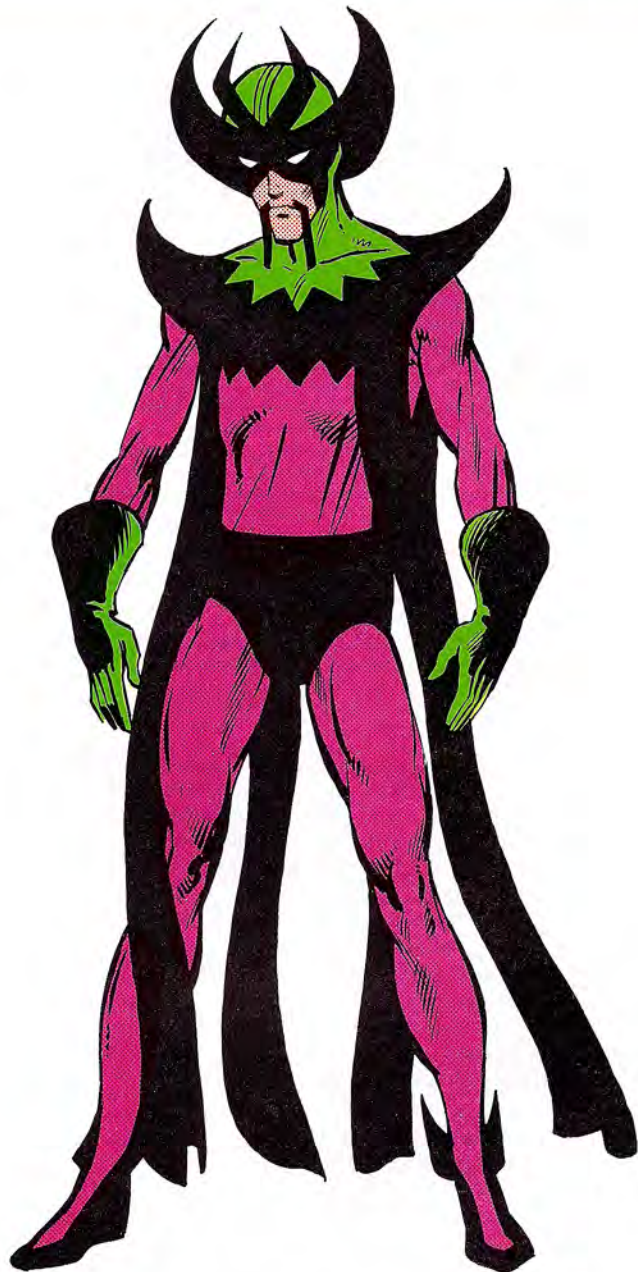
Among the effects of his alchemy upon himself are the Remarkable capacity to

alter his appearance by making the flesh of his face and body pliable, and the Incredible capacity to change his human form into a blob of "nerveless protoplasm," thus protecting him from certain forms of harm.

Among the many alchemical mixtures giving him control over others are a nerve gas pellet which causes Excellent paralysis in one or two areas, an Incredible sleeping potion, a Remarkable potion permitting a dying person to resist death for a short time via cellular regeneration (perhaps a variant of his own life-prolonging elixir), a Remarkable potion that renders a person inert by lowering his or her body temperature rapidly, and a pellet that makes a person susceptible to Diablo's Remarkable hypnotic commands. In addition, he has

demonstrated the Excellent ability to manipulate the emotions of others or to enhance their willpower to Incredible levels.

Among the alchemical feats he can perform on non-organic matter are temporary Amazing molecular transmutations such as stones into feathers, the Incredible molding of surface features to suit his whims, the generation of Incredible explosions equivalent to 50 pounds of TNT, the Unearthly animation of inanimate matter, Incredible conversions of water into ice, and the creation and control of Remarkable objects or beings composed of the ancient elements of fire, water, earth, and air. The latter feat is accomplished by numerous alchemical



substances working jointly.

Although the scope of Diablo's alchemical wizardry is wide, all of the feats are temporary in nature, lasting no more than several hours without repeated administrations. The only exceptions are the potion he used on Dragon Man, and his longevity elixir, whose length of effectiveness is as yet unknown. It seems probable that he had a supply of it with him during his century of imprisonment.

ADDITIONAL NOTES:

HISTORY

Estaban Diablo was born the son of a nobleman in early nineteenth century Spain. Curious and inventive by nature, the restless young man became fascinated with the ancient science of alchemy. Using funds borrowed from his inheritance, Diablo began to roam Europe in search of documents and artifacts of ancient alchemy, as well as rare potions and herbs to experiment with. Within a decade, he became the world's greatest living authority on the science, having discovered or concocted countless potions with bizarre properties. Haughty and cunning, Diablo began to put his alchemical knowledge to use for personal gain.

Journeying to Transylvania to investigate, Diablo decided to settle there and set up permanent laboratory facilities. Under suspicious circumstances, Diablo acquired a spacious castle and began work. Although most of his potions had very transitory effects, Diablo discovered an elixir that could retard aging. Drinking it, he began a reign of terror over the surrounding Transylvanians, until one day a mob of villagers caught him unaware and imprisoned him in a massive crypt.

Diablo was trapped in the crypt until the Twentieth Century, when he mesmerized the Thing (of the Fantastic Four) and forced him to free him. Not having aged appreciably in his century of confinement, Diablo began to plot his alchemi-

cal conquests anew. He has plagued humanity on numerous occasions, and is most frequently opposed by the Fantastic Four.

Although he has been trying to retire from his life of crime and serve out his remaining prison terms, the recent interference of Gilded Lily has caused him to renew his campaign against the Fantastic Four.

PRIMAL ELEMENTALS

AIR ELEMENTAL

STATISTICS

F	RM (30)
A	GD (10)
S	RM (30)
E	RM (30)
R	TY (6)
I	FE (2)
P	FE (2)

Health: 100

Karma: 10

Resources: none

Popularity: -20

KNOWN POWERS

Air Animation: Incredible rank

Whirlwind: Incredible rank

Weakness: It exists only as long as Diablo remains conscious.

WATER ELEMENTAL

STATISTICS

F	RM (30)
A	GD (10)
S	RM (30)
E	RM (30)
R	TY (6)
I	FE (2)
P	FE (2)

Health: 100

Karma: 10

Resources: none

Popularity: -20

KNOWN POWERS

Water Animation: Incredible rank

Whirlwind (Waterspout): Excellent speed

Weakness: Only exists as long as Diablo remains conscious.

EARTH ELEMENTAL

STATISTICS

F	RM (30)
A	GD (10)
S	MN (75)
E	RM (30)
R	TY (6)
I	FE (2)
P	FE (2)

Health: 145

Karma: 10

Resources: none

Popularity: -20

KNOWN POWERS

Earth Animation: Incredible rank

True Invulnerability: Remarkable rank

Weakness: Water dissolves it.

FIRE ELEMENTAL

STATISTICS

F	RM (30)
A	GD (10)
S	RM (30)
E	RM (30)
R	TY (6)
I	FE (2)
P	FE (2)

Health: 100

Karma: 10

Resources: none

Popularity: -20

KNOWN POWERS

Fire Control: Remarkable rank

Fire Generation: Remarkable rank

True Flight: Remarkable speed

Weakness: It only exists as long as Diablo remains conscious.

TRANS-MUTANT

STATISTICS

F	RM (30)
A	GD (10)
S	RM (30)
E	RM (30)
R	TY (6)
I	FE (2)
P	FE (2)

Health: 100

Karma: 10

Resources: none

Popularity: -20

KNOWN POWERS

Molecular Conversion: Incredible rank but range is limited to contact.

Weakness: It exists only as long as Diablo remains conscious.

STATISTICS

F IN (40)
A IN (40)
S AM (50)
E UN (100)
R EX (20)
I EX (20)
P EX (20)

Health: 230

Karma: 60

Resources: GD (10)

Popularity: 5

BACKGROUND

Real Name: Leonard Samson

Occupation: Psychiatrist, teacher, former special consultant to Gamma Base, New Mexico

Legal Status: Citizen of the U.S. with no criminal record

Identity: Publicly known

Place of Birth: Tulsa, Oklahoma

Marital Status: Single

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: Although not an official member, Samson has worked as a consultant to SHIELD.

Present Group Affiliation:

KNOWN POWERS

Body Armor: Samson's gamma-irradiated skin provides Incredible protection against physical and energy attacks. He has no particular resistance to heat and cold.

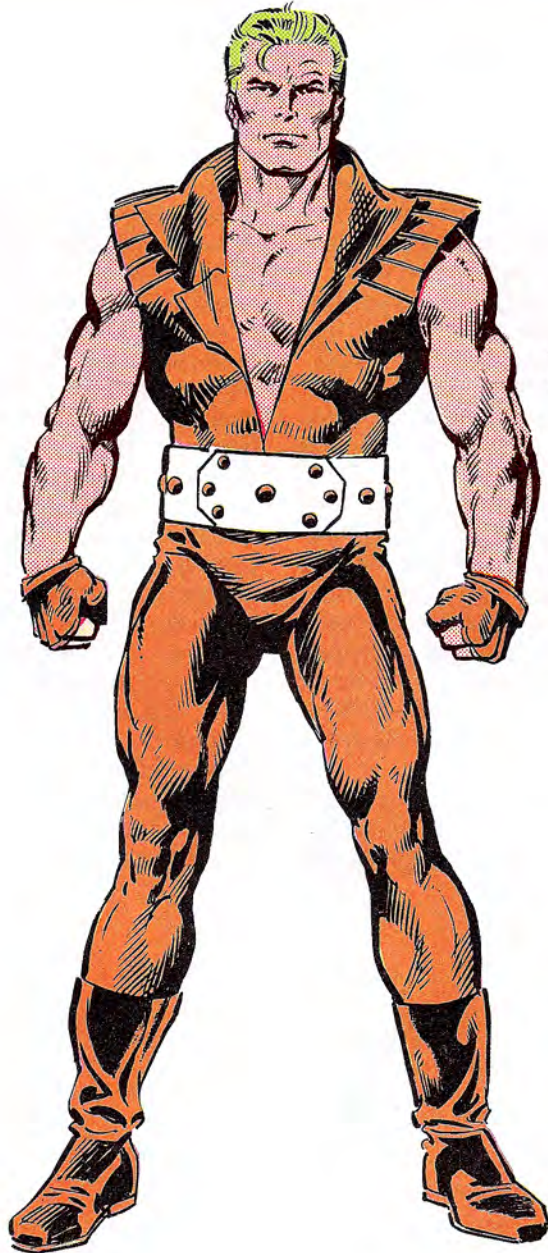
Leaping: Doc Samson has Shift Z leaping power, such that he can leap 33 floors (500') straight up and 4 areas across.

TALENTS

Samson is a doctor of psychiatry and a self-educated expert on the Hulk and gamma radiation, and has Martial Arts A, B, and C, and the Medicine talent as well.

CONTACTS

None



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Originally, Samson brought his psychoanalytic talents to the field, preferring to reach agreements with foes rather than beat their heads into the dirt. After his recent adventures he has grown more businesslike in combat. He is obsessed with recapturing the newest, grey-skinned Hulk, as he feels responsible for freeing it upon the world.

HISTORY

Psychiatrist Dr. Leonard Samson came to General T.E. "Thunderbolt" Ross with a plan to cure Ross's daughter Betty, who had been transformed into a crystalline form through a blood transfusion with the Sandman. Samson had technicians devise a cathexis ray projector that would drain off gamma ray particle energy and psionic energy from Bruce Banner as he transformed into the monstrous Hulk whom General Ross had long hunted. Samson theorized that as a result of this process, Banner would be cured of the physiological instability that continually transformed him into the Hulk. Hoping to save Betty and to be cured himself, Banner willingly participated in the experiment. The cathexis ray succeeded in turning Betty Ross back to normal, employing Banner's psionic energy.

However, most of the psionic energy drained from Banner as well as a considerable amount of his

excess gamma radiation remained within the cathexis ray projector. Motivated by scientific curiosity, and probably by a desire to gain superhuman powers for himself, Samson irradiated himself with the energies remaining within the projector. The result was that the slight, brown-haired psychiatrist was transformed into a massively muscled, green-haired superhuman with gamma-boosted strength. Banner himself seemed permanently cured, but he emotionally broke under the strain of seeing Betty, the woman he loved, being romanced by Samson, and exposed himself to gamma radiation, thereby undoing the cure.

Samson later lost his superhuman physique and power when he took a blast of concentrated gamma radiation intended for the Hulk. However, months later Samson regained his gamma-mutated form and superhuman strength when he was bombarded by intensive radiation from an exploding gammatron, an experimental gamma ray generator. He has remained in this form ever since. Doc Samson, as he has been nick-

named, has long sought to capture and permanently cure the Hulk. Samson worked as a university teacher during the recent time that the Hulk was traveling through different dimensions, unable to return to Earth. But Samson returned to his pursuit of the Hulk once the monster reappeared on Earth.

Samson eventually caught up to the Hulk and was able to separate the two personas, restoring Banner to normality. Against SHIELD's wishes, Samson freed the Bannerless Hulk, only to discover it was a mindless creature that acted out of pure rage.

Feeling responsible for the destruction this new Hulk was causing, Samson tried to recapture it. He came into conflict with both Avenger teams and the new Hulkbusters. Banner and the Hulk were eventually forced to recombine and Samson's machine was destroyed. Samson worked with SHIELD in attempting to recapture the new, grey-skinned Hulk, but only resulted in the destruction of Gamma Base, partially at his own hands. His present situation is uncertain.

STATISTICS

F TY (6)
A TY (6)
S PR (4)
E TY (6)
R RM (30)
I GD (10)
P GD (10)

Health: 22

Karma: 50

Resources: IN (40)

Popularity: -3

BACKGROUND

Real Name: Douglas Birely

Occupation: Geneticist, criminal subversive

Legal Status: Citizen of the U.S. with a criminal record

Identity: Known to the authorities

Place of Birth: Culver City, California

Marital Status: Single

Known Relatives: None

Base of Operations: Pacific Ocean

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS

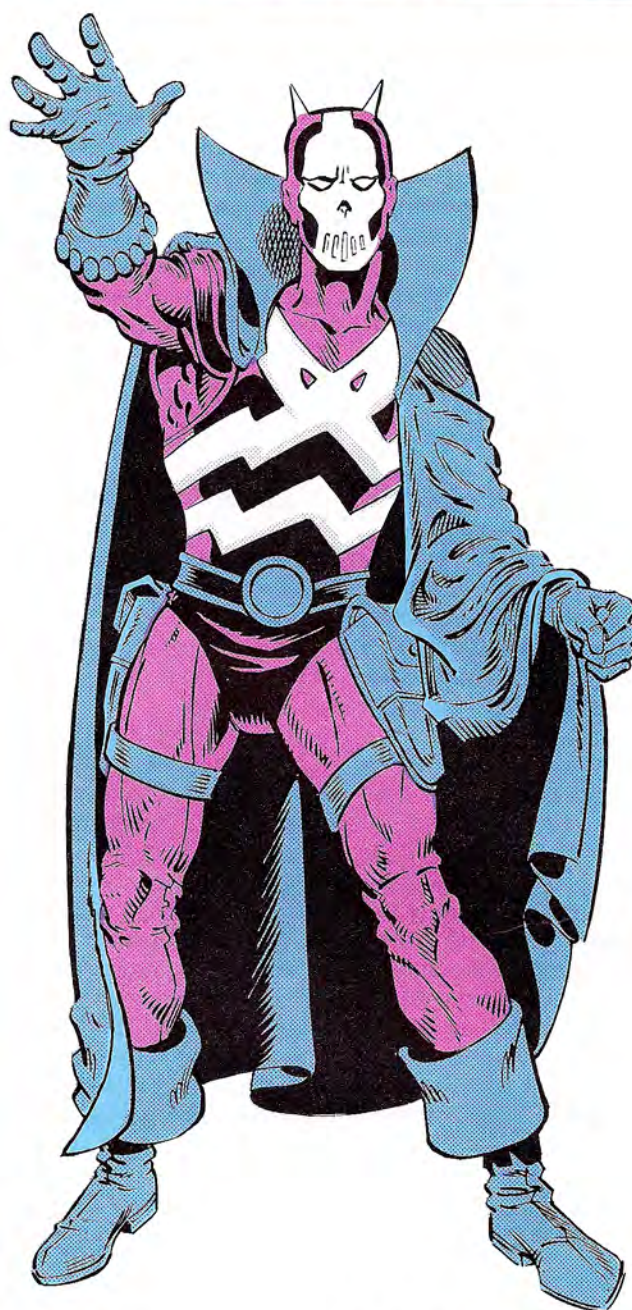
Body Suit: Demonicus is suffering from a form of skin cancer brought on by the radiation he exposed himself to. The suit prevents the cancer from growing, and provides him with Typical Body Armor.

TALENTS

Demonicus has the Biochemistry, Genetics, Bioengineering, and Repair/Tinkering talents.

CONTACTS

Demonicus has contacts with at least one group of power-hungry Japanese businessmen who supplied him with money for his first scheme. He later allied himself with Maur-Kon, who provided him with an orbital headquarters.



ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Demonicus is obsessed with proving his theories of radiation and genetics and then using the fruits of his genius to rule the world. He is primarily a schemer and rarely engages in hand-to-hand combat.

HISTORY

Douglas Birely was a geneticist studying the mutagenic properties of radiation at a private research company in California. Reading of the growing number of human beings who had gained superhuman abilities through exposure to radiation, Birely asked his employer for permission to subject himself to the radiation they were using in their tests on animals, and was refused. Undaunted, he staged a laboratory accident during which he was exposed to the experimental radiation. To his chagrin, he did not acquire any superhuman powers, but instead contracted skin cancer. An official investigation of the incident revealed Birely's sabotage and he was fired from the company.

Jobless, Birely learned of a highly radioactive meteor which had recently fallen near the Aleutian Islands and used his savings to charter a boat to the site. Unearthing the huge meteorite, which he named the Lifestone, Birely acquired funds from some as yet unrevealed source in Japan and set up a laboratory in the Aleutian Islands. He then perfected a process by which to artificially mutate animals into huge, monstrous organisms. His first suc-

cessful creation was Batragon, mutated from a bat.

Birely soon fashioned himself a bodysuit that inhibited the effects of the skin cancer eating away at his body, and adopted the identity of Doctor Demonicus. He then recruited a small army of criminals, mercenaries, and derelicts to assist him, and used them to enslave the Eskimos native to his island base. Demonicus put the Eskimos to work constructing a transport craft made from the meteoric ore of the Lifestone. Because his monsters required periodic contact with the Lifestone to retain their vitality, it was necessary to mobilize the meteor in order to expand the range in which his monsters could operate. Demonicus planned to roam the globe with his creations, using them to plunder and pillage.

Unfortunately for Demonicus, the world security agency SHIELD learned of his operation while tracking down the mutated dinosaur known as Godzilla. As Godzilla battled Demonicus's creations, Ghilaron, Lepirax, and Centipor, SHIELD liberated the enslaved Eskimos and captured Demonicus's troops. Demonicus himself was subdued by SHIELD agent Gabriel Jones, but managed to escape before he could be tried for his crimes, with the help of Maur-Kon, a

member of the alien race called the Myndai. Maur-Kon, a "scientist sorcerer" dedicated to fomenting chaos, provided Demonicus with a huge satellite headquarters orbiting the moon, and the technology necessary to accomplish Demonicus's next scheme, bombarding the Earth with huge meteors.

Aboard his space station, Dr. Demonicus mutated new genetic monsters and constructed robotic ones from Maur-Kon's designs. These he unleashed upon the Earth in preparation for his meteor attack. These monsters, Starchild, Cerberus, and the Hand of Five, were met in combat by the Shogun Warriors, three huge robots constructed by the ancestral enemies of the Myndai and piloted by human beings. The Shogun Warriors managed to defeat their monstrous foes, thwart the meteor attack, destroy Demonicus's space station and take him back to Earth. There Demonicus was taken into custody by SHIELD. Turned over to local authorities in California, Demonicus escaped with the help of some of his men. He has since been trying to rebuild his base of operations and create an army of monsters with which to plunder the world. The West Coast Avengers learned of his recent activities and battled one of his latest genetic monsters. Dr. Demonicus is currently in police custody.

STATISTICS

F RE (30)
A EX (20)
S RE (30)
E IN (40)
R AM (50)
I IN (40)
P AM (50)

Health: 120

Karma: 140

Resources: AM (50)

Popularity: 40

BACKGROUND

Real Name: Victor von Doom

Occupation: Monarch

Legal Status: Ruler of Latveria

Identity: Publicly known

Place of Birth: Near Doomstadt, Latveria

Marital Status: Single

Known Relatives: Cynthia von Doom (mother, deceased), Victor von Doom II (clone, deceased)

Base of Operations: Castle Doom, Latveria

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS

Hyper-Invention: Monstrous Reason when inventing, designing, or constructing new devices, robots, weapons, or energy systems.

Mind Transferral: Amazing rank

Ritual Magic: He has the following Typical spells:

Dimension Travel: Limited to travel to Mephisto's realm

Summoning: Good ability to summon and control supernatural beings.

Sympathetic Magic (Voodoo): Feeble rank

Body Armor: The armor possesses Incredible Material Strength and Incredible resistance to energy attacks. The armor responds to Dr. Doom's movements and mental commands. If Dr. Doom is away from his armor, the armor can respond to either preprogrammed instructions or his remote control. It can only be deactivated by attacks of Amazing rank.

Force Field: This Monstrous intensity field has a maximum radius of 8 feet.

Kinetic Bolt: These can be fired from the gauntlets and faceplate. The bolts on the faceplate, if detached,

can be used as a propulsion system to attain Good airspeed.

Electricity: This blast does Unearthly damage to anyone in contact with the armor. People within 10 feet of the blast suffer Incredible damage.

Rocket: Twin atomic jets on his waist give him Excellent airspeed.

Self-Sustenance: Internal stores and recycling systems give him the ability to survive for several weeks in hostile conditions such as deep space.

Weapons:

Mauser: This ordinary looking handgun is modified to accept special ammunition devised by Doctor

Doom. Such ammo is varied with each job. Past examples have been explosive and tranquilizer bullets.

Talents: Dr. Doom is a combination of budding sorcerer and world-class scientist. His Reason is Monstrous when dealing with inventing, engineering, robotics, or weapon or energy systems.

Contacts: He is a past ally of the Sub-Mariner.



ADDITIONAL NOTES:

ROLE PLAYING NOTES

Dr. Doom is a dangerous egomaniac. He will ruthlessly eliminate anyone who opposes him. He holds grudges forever. However, his incredible ego forces him to honor any commitments he makes, even if the promise goes against his intended goal. He believes that only he is truly able to rule the Earth. He is also obsessed with finding Cynthia's spirit and returning her to life.

HISTORY

Victor von Doom was born to Werner von Doom, a gypsy healer, and Cynthia von Doom, who is said to have been a witch. While Victor was still an infant, his mother was killed under as yet unrevealed circumstances. Later, when Victor was still a child, his father was hunted by the authorities for his failure to cure a Latverian baron's wife of terminal cancer. Werner von Doom and his son fled, but the father died of exposure to cold. Anguished by his father's death, the young von Doom vowed to make the entire world pay for the loss of his parents.

While in the care of Boris, a friend of his father's, the young von Doom discovered his mother's legacy to him: a chest containing herbs, medicines, and objects said to have magical powers. It was on discovering that chest that von Doom decided his mother must indeed have been a witch. He saw these artifacts as his means to gaining power and began learning their uses. Von Doom also began developing his own innate scientific abilities. For years he traveled

the countryside, peddling clever devices and potions he had created to the gullible, knowing that they would turn worthless soon after he left. Meanwhile, he continued to increase his knowledge. As his obsession with gaining power and vengeance grew, von Doom became increasingly distant from his childhood sweetheart, a young, beautiful gypsy woman named Valeria, much to her distress.

The dean of science at State University in America heard of von Doom's astounding reputation and offered him a scholarship. Traveling to America to take advantage of the university's lab facilities, von Doom met Reed Richards, a brilliant science student. Sometime later, von Doom was in the midst of testing a device for interdimensional communication when Richards paid a visit to von Doom's headquarters. Not seeing von Doom about, Richards examined his notes on the experiment and discovered an error in his calculations. Enraged at finding Richards going over his notes, von Doom refused to listen to Richards' warning and ordered him out of his quarters. Von Doom proceeded to use the device, hoping it would enable him to communicate with his dead mother whose spirit, he believed, was trapped in some hellish netherworld. The machine malfunctioned and exploded, injuring von Doom. While convalescing, he was expelled from the university and formed the irrational belief that Richards was responsible for the machine's failure. Von Doom discovered that the explosion had left a long, thin scar along one side of his face. The egotistical von Doom believed that this slight injury had in fact totally ruined his face, and he soon left America for the remoteness of Tibet where he hoped to find both refuge from the sight of man and the hidden secrets of Oriental sorcery.

Discovered by an order of monks in Tibet, he lived with them for a number of years, learning their secrets, and eventually becoming their master. The monks helped him create a suit of armor and metal mask which he now wore in his new guise as Doctor Doom, in which he

intended to conquer the world. In his urgent desire to proceed with his plans of conquest and revenge, von Doom donned his newly cast mask before it had completely cooled, thereby permanently damaging his entire face.

Leaving the monks, the self-styled Doctor Doom returned to Latveria and soon overthrew the existing monarchy of that small Balkan nation and installed himself as absolute monarch. Doom established a nation of peace and prosperity ruled by a stern dictatorship. Sequestered in the royal castle overlooking Doomstadt, he began to use his mastery of science to create the means to achieve further conquests. Eventually his schemes brought him into conflict with his former college rival Reed Richards, who was now known as Mister Fantastic, and who was leader of the Fantastic Four. Richards and the Fantastic Four have proven to be Doom's most frequent opponents over the years.

Recently, Doom bestowed vast cosmic energies upon Tyros, an alien who had once, under the name Terrax, been a herald of the planet-destroying Galactus. Doom sent Tyros to destroy the Fantastic Four, who were aided in fighting him by the Silver Surfer. Tyros's own cosmic power began to consume his own body as he grappled with the Surfer, and finally there was a tremendous explosion in which the bodies of both Tyros and the nearby Doom were destroyed. But Doom had managed to preserve his own consciousness by transferring it into the body of an onlooker named Norman McArthur, using a psychic technique once taught him by the alien Ovoids.

Doom's consciousness once again inhabits its original body, which has been reconstructed, and is exactly as it was before it was destroyed in the Surfer-Terrax battle.

Doctor Doom's life has been shaped by three goals which he continues to pursue today: to destroy his hated rival Reed Richards, to rule the entire world, and to rescue his mother from the netherworld.

Dr. Doom is currently engaged in a guerilla war with Dr. Doom II (Kristoff von Doom). Dr. Doom's ego con-

vinced him that there should always be a "Dr. Doom" even if the original died. Young Kristoff became Dr. Doom's ward when his mother was killed while under Dr. Doom's protection. Kristoff was taken to live in Castle Doom. When Dr. Doom's Doomsmen robots believed Dr. Doom had been killed by Terrax, they initiated mind-altering procedures that replaced Kristoff's personality and memories with those of a younger Dr. Doom. This ersatz Dr. Doom II believes he is the real Dr. Doom and the true Doom to be an imposter. Because Kristoff controls the Doomsmen, they believe this as well. The Doomsmen have thus far been able to prevent the real Dr. Doom from regaining access to any of his hidden labs or bases. Because of this, Dr. Doom has had to seek sanctuary in various countries in exchange for his services. He recently helped the Black Panther construct a gigantic robot panther to serve as a guardian for Wakanda.

DOCTOR DOOM'S CASTLE

Doctor Doom is headquartered in Castle Doom, a huge 110 room castle built in the 16th Century by the Latverian nobleman Count Sabbat. The castle overlooks the Latverian capital of Doomstadt (formerly Haasensstadt). Taking occupancy soon after usurping the throne from King Vladimir, Doom has dwelled in the castle ever since, with the exception of a brief period of time when the usurper Prince Zorba reigned.

Among its many rooms, the castle contains Doom's living quarters, his many laboratories, his art museum, his robot factory, and his prisons. Castle Doom has a permanent staff of 300, overseeing the castle's upkeep and Doom's personal needs. Only 50 of this staff are human; the rest are robots.

DOCTOR DOOM II

STATISTICS

F	RE (30)
A	EX (20)
S	RE (30)
E	IN (40)
R	AM (50)
I	IN (40)
P	AM (50)

Health: 120

Karma: 140

Resources: AM (50)

Popularity: 40

BACKGROUND

Real Name: Kristoff von Doom

Occupation: Imposter

Legal Status: Ruler of Latveria

Identity: True identity is secret

Place of Birth: Doomstadt, Latveria

Marital Status: Single

Known Relatives: mother (deceased)

Base of Operations: Castle Doom

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS

Powers: None

Weapons:

Kristoff wears armor identical in form and function to Dr. Doom's armor. The differences are that the suit is designed to house an eight-year-old child and that Kristoff wears a short mantle instead of a cape. Without the armor, Kristoff's physical abilities drop to Poor rank.

Talents: Kristoff possesses Dr. Doom's scientific skills.

Contacts: None

ADDITIONAL NOTES:

ROLE PLAYING NOTES

Kristoff is a re-creation of Dr. Doom during his early years as a supervillain. His memories are identical to those of Dr. Doom during his initial battles with the Fantastic Four. His personality is wilder and more erratic than the now mature and subtly mellowed Dr. Doom.

HISTORY

Kristoff was an ordinary boy in Doomstadt until his mother was killed during the revolt against King Zorba. Kristoff was adopted by Dr. Doom as his ward and successor. When the Doomsmen robots discovered Dr. Doom had apparently been killed, they undertook a special contingency plan to convert Kristoff into a "Doctor Doom." They replaced Kristoff's mind with the personality and memories of a young Dr. Doom. Because the new Dr. Doom stopped the procedure prematurely, he lacks the full memory of Dr. Doom. Consequently, he is repeating the actions of his predecessor. He and the Doomsmen are convinced that the true Dr. Doom is an imposter. Kristoff possesses full access to Doomstadt, Doom's resources, and Latverian consulates worldwide.

DOOMSMEN

STATISTICS

F	RE (30)
A	EX (20)
S	RE (30)
E	IN (40)
R	EX (20)
I	TY (6)
P	FE (2)

Health: N/A

Karma: N/A

Resources: AM (50)

Popularity: N/A

KNOWN POWERS

The Doomsmen are robots created in the image of Dr. Doom in his armor. They possess Incredible Material Strength as well as the physical powers incorporated into Dr. Doom's armor.

Talents: They are capable of operating and repairing most of Dr. Doom's devices.

ROLE PLAYING NOTES

The Doomsmen are programmed to pretend to be Dr. Doom. They are capable of imitating him well enough to fool anyone, even the Fantastic Four. When not acting as imposters, the Doomsmen faithfully act as Dr. Doom's henchmen and assistants.

GUARDIAN ROBOTS

STATISTICS

F	GD (10)
A	GD (10)
S	RM (30)
E	RM (30)
R	PR (6)
I	FE (2)
P	FE (2)

Health: N/A

Karma: N/A

Resources: N/A

Popularity: N/A

KNOWN POWERS

The Guardian series are humanoid robots with Remarkable Material Strength. They are armed with a blaster pistol. The pistol emits a plasma blast of Excellent intensity with side effects of Good intensity heat and neural disruption. These pistols kill ordinary humans but may only stun superhumans.

ROLE PLAYING NOTES

The Guardians are programmed to act as police and militia. They possess minor self-awareness but their overall actions are directly controlled by the master computers in Castle Doom.

GUARDBOTS

STATISTICS

F	GD (10)
A	EX (20)
S	GD (10)
E	RM (30)
R	FE (2)
I	FE (2)
P	FE (2)

Health: N/A

Karma: N/A

Resources: N/A

Popularity: N/A

KNOWN POWERS

The Guardbot series are humanoid robots with Excellent Material Strength. They possess a face-mounted ionic laser that fires Remarkable blasts of plasma. A tri-cycle pedestal enables the Guardbot to attain Remarkable landspeed. A self-destruct device disintegrates the Guardbot and does Remarkable damage to anything within 20 feet.

ROLE PLAYING NOTES

The Guardbots are programmed to defend Doomstadt and the Latverian countryside from invaders. They are mindless automatons directly controlled by the Castle Doom computer system.

TIME MACHINE

Doctor Doom invented a special time machine that is capable of transporting a target several centuries into the past. The device itself is a small control console mounted on a single leg. This connects to a rectangular platform (8x12 feet). When the time machine is activated, the platform glows and creates a gateway to the destination. The machine itself never leaves. In order to return, time travelers must have made arrangements for the machine to create another gateway at a selected time and location. Note that in the Marvel Universe, all time machines actually transport the traveler to a parallel world approximating the specified point in Earth's past.

STATISTICS

F GD (10)
A GD (10)
S GD (10)
E RM (30)
R EX (20)
I EX (20)
P IN (40)
Health: 60
Karma: 80
Resources: GD (10)
Popularity: 10

BACKGROUND

Real Name: Anthony Druid
Occupation: Psychiatrist, occult expert
Legal Status: Citizen of the U.S. with no criminal record
Identity: Publicly known
Place of Birth: Unknown
Marital Status: Single
Known Relatives: Amergin (10th Century ancestor)
Base of Operations: Hydrobase
Past Group Affiliations: Member of the Avengers
Present Group Affiliation:

KNOWN POWERS

Bodily Control: Dr. Druid has Remarkable control over his own body functions.

Telepathy: Druid has telepathy at Unearthly rank. He can do a Mental Probe as a Power Stunt at Amazing rank.

Mesmerism: Using this ability, Druid can Hypnotize (at Incredible rank) an opponent. If the opponent is aware that Druid is trying to dominate his mind, and does nothing but resist him, Druid takes a -3 CS.

Illusion Generation: Dr. Druid can cast illusions at Amazing rank. As a Power Stunt he can cast an illusion that will effectively make him invisible.

Levitation: Druid can levitate at Feeble rank.

Telekinesis: Druid has Good strength Telekinesis.

Magical Sensitivity: By making an Incredible FEAT roll, Druid can identify the past use of magic (a green FEAT), the spellcaster (yellow), and the actual spell (red). He can also ascertain the background of mystical items by rolling against the creator's

Psyche.

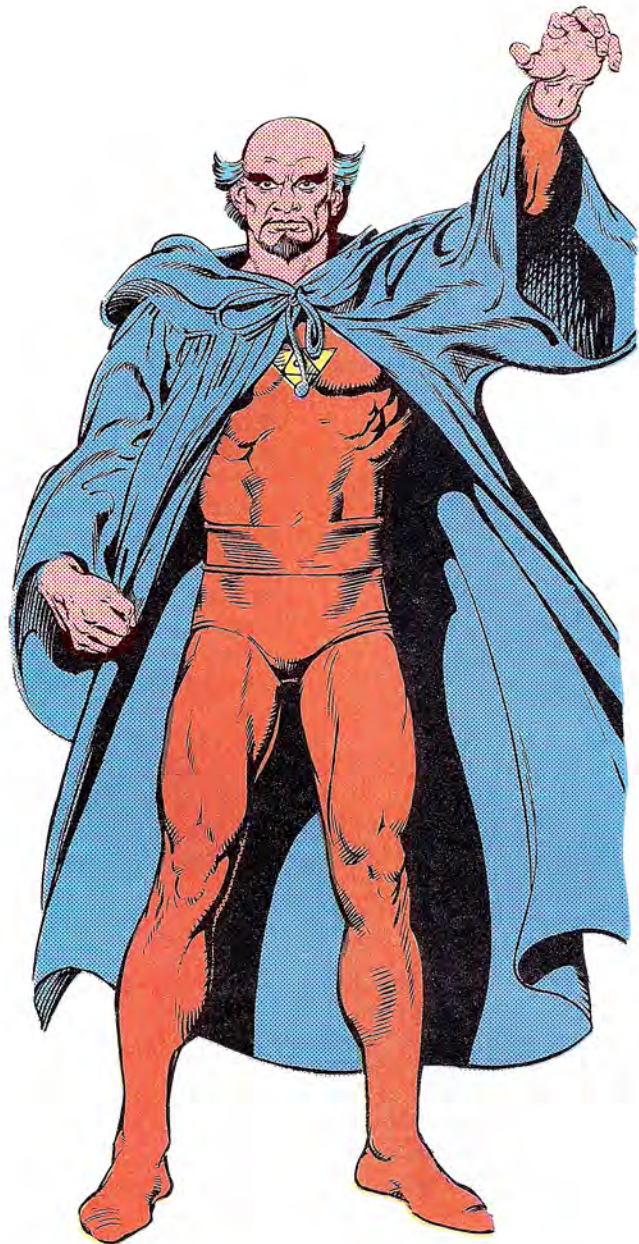
Danger Sense: If the Judge is aware of some upcoming danger, he should make a Incredible FEAT roll about 30-45 minutes (game time) in advance. If the roll is successful, the Judge should alert Dr. Druid of the danger.

Druidic Spellcasting: Dr. Druid can perform a ritual that will take 1-10 hours and then make a Psyche FEAT roll. He may then use any one of the following powers or any of their Power Stunts at Remarkable

Rank: Animal Empathy, Earth Control, Air Control, Fire Control, Water Control, Weather Control, and Plant Control. When he casts such a spell in the presence of cold iron, he must make a Remarkable Rank yellow FEAT roll or better to succeed.

TALENTS

Dr. Druid is a physician, psychiatrist, and occultist, and possesses Remarkable Reason in all of these areas. He has enough combat training to give him Martial Arts A. He



also has the mystic talents of Trance, Mesmerism and Hypnotism, and Resist Domination and the advantages of a Mystic Background.

CONTACTS

Druid has several Occult Lore contacts around the world. He presumably has the Mythology contact with the Celtic pantheon, but rarely calls upon them. By special rituals he can call upon the spirit of his ancestor Amergin, and possibly other descendents as well, to answer questions.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Druid tends to come across as a "cold fish," often remaining aloof and distant from his teammates. Recently he has been working on a sense of humor, with varied results. He believes himself a more capable leader than Captain Marvel. Recently he has been undermining her authority in various subtle ways.

HISTORY

Anthony Druid got his medical degree from Harvard, then went on to study psychiatry. He retired from his psychiatric practice after several years to devote more time to his growing interest in the occult. He supported himself by writing popular books on psychology and related matters and by lecturing. In the midst of his research for a second book on the occult, Druid was summoned by an ailing Tibetan lama apparently in need of medical aid. The lama put Druid through a series of bizarre mystic and spiritual tests to ascertain Druid's worthiness. Finding him worthy, the dying lama opened Druid's mind to its hidden powers and taught him the mastery of certain mystic arts. He has thus become a practitioner of the occult arts.

Druid has been in seclusion for several years, but recently came to the aid of the Avengers. He has since decided to remain with the group as a probationary member.

STATISTICS

F TY (6)
 A GD (10)
 S RM (30)
 E EX (20)
 R EX (20)
 I TY (6)
 P EX (20)

Health: 66

Karma: 46

Resources: GD (10)

Popularity: -5

BACKGROUND

Real Name: Otto Octavius

Occupation: Ex-atomic research consultant, criminal mastermind

Legal Status: Citizen of the U.S. with a criminal record

Identity: Publicly known

Place of Birth: Schenectady, New York

Marital Status: Single

Known Relatives: None

Base of Operations: New York area

Past Group Affiliations: Frequently heads his own gang, former leader of the Sinister Six

Present Group Affiliation:

KNOWN POWERS

Tentacles: Dr. Octopus can mentally control a harness with four tentacles worn at the waist. This device is made of titanium steel (Amazing material strength) and the tentacles end in pincers made of Remarkable strength material.

Dr. Octopus can use his tentacles in combat in a number of ways:

- He may make up to four multiple attacks on a successful Fighting FEAT.
- He may engage in blunt attacks, wrestling, or a combination of these attack forms.
- He may attack non-adjacent foes up to one area away.
- A single tentacle has Remarkable Strength.
- Multiple tentacles used to attack have Incredible Strength.
- Multiple attacks are resolved on a single die roll, but are at +1 CS for each arm used.
- If Dr. Octopus uses two of his arms for bracing, his Endurance to avoid Stuns and Slams is +2 CS.

Dr. Octopus' arms may be used to

carry him up to 4 areas/round, and may rise above two-story buildings. Punching handholds in buildings allows him to move vertically 3 stories per round.

Octopus is in constant mental contact with his tentacles, and may command them from great distances (a range of 900 miles has been reported). He has tactile sensation through these arms and, if the arms are damaged, must make an Endurance FEAT or pass out for 1-10 rounds. The arms do not have to be attached to receive mental commands.

Catatonia: Over the years Octavius

has developed an overwhelming fear and dread of fighting Spider-Man. If he ever confronts the webslinger he must make a red Psyche FEAT roll to avoid lapsing into a catatonic state. Octopus will come out of this state when Spider-Man seems to be defeated or has left the scene.

In case Octopus does go catatonic, he has programmed his arms to initiate combat on their own. In this case the arms will fight at Poor rank with all appropriate combat modifiers.



TALENTS

Dr. Octopus has skill in mechanics, robotics, and radiation research. He also has Engineering and Repair/Tinkering talents.

CONTACTS

Octopus maintains criminal contacts as a leader of his own criminal group.

ADDITIONAL NOTES:

HISTORY

Otto Octavius was a brilliant atomic researcher who designed and constructed a chest harness to which four artificial tentacle-like arms were attached to enable him to manipulate radioactive substances from a safe distance. Because of his invention, Octavius was nicknamed "Doctor Octopus." In a freak laboratory accident, volatile radioactive organic liquids exploded, bombarding the scientist with radiation. The accident bonded his harness to his skin and nervous system. Octavius received brain damage in the accident, causing him to become criminally insane. Octavius also found that he could now control his artificial arms psionically, rather than by manual chest-plate controls. Over the years,

Octavius gained an even greater command over his extra arms, enabling him to direct their actions even when they became separated from his chest harness. The harness was again fused to his body by radiation at one point, but at present the harness is not fused to his body.

Doctor Octopus has sought to amass wealth and power through various criminal activities, and has formed gangs with which he has attempted to dominate crime in New York City. He has battled Daredevil and Mister Fantastic, but he is obsessed with destroying his most frequent nemesis, Spider-Man. Although Octavius' original, timid, benevolent personality returns from time to time, his sinister Doctor Octopus personality inevitably re-emerges and becomes dominant again.

ROLE-PLAYING NOTES

Dr. Octopus is a petty, cruel man. He is obsessed with the destruction of his arch nemesis, Spider-Man. He is in many ways a typical megalomaniac, inventing scheme after scheme that might parlay his four extra arms into world domination.

Dr. Henry Pym is one of Marvel's oldest heroes. His is certainly one of the busiest, as he has had no fewer than five separate superhero identities!

ANT-MAN



STATISTICS

F TY (6)
A TY (6)
S TY (6)
E TY (6)
R EX (20)
I GD (10)
P TY (6)
Health: 24
Karma: 36
Resources: GD (10)
Popularity: 5

KNOWN POWERS

Shrinking: Ant-Man used a Shrinking Gas to deliver Pym particles, allowing him to shrink himself or anyone else in the same area. This power was at Incredible intensity.
Insect Communication and Control: Cybernetic circuitry in his helmet gave Ant-Man the Remarkable ability to command ants and other insects. He often rode a flying ant (Feeble Flying speed) and could command swarms of insects to

attack foes (causing only Poor damage but forcing the opponent to make a green Psyche roll to ignore the pesky bugs).

As a power stunt, he could also instruct his entomical friends to arrange in patterns which could spell out messages.

Loudspeaker: This item is built into Ant-Man's helmet and allows him to talk at normal volume when reduced in size.

Resistance to Toxins: Pym's helmet has a retractable plexiglas facemask which, when sealed, provides Excellent protection against gasses.

Shortly after joining the Avengers, Henry Pym decided that he should be able to use the Pym particles to enlarge himself as well as shrink. Abandoning much of his technical wizardry, he adopted the identity of Giant-Man.

GIANT-MAN



STATISTICS

F GD (10)
A TY (6)
S GD (10)
E GD (10)
R EX (20)
I GD (10)
P TY (6)

Health: 36
Karma: 36
Resources: GD (10)
Popularity: 10

KNOWN POWERS

Shrinking and Insect Control: These powers did not change from that of Ant-Man, save that space limitations forced Giant-Man to reduce his Insect Control powers to Good rank. He did not use them very often.
Growth: Pym originally had this power at Typical intensity. Further development of the Shrinking gas led to his being able to use it at Shift Z rank. He was limited to Amazing strength.

Giant-Man eventually found that exposure to the Pym particles allowed him to generate the size-altering effects without the gas. This advancement, along with other technological improvements and a growing awareness that "Giant-Man" was a silly name, provoked another change.

GOLIATH



STATISTICS

F	GD (10)
A	GD (10)
S	GD (10)
E	EX (20)
R	EX (20)
I	GD (10)
P	TY (6)

Health: 50

Karma: 36

Resources: GD (10)

Popularity: 20

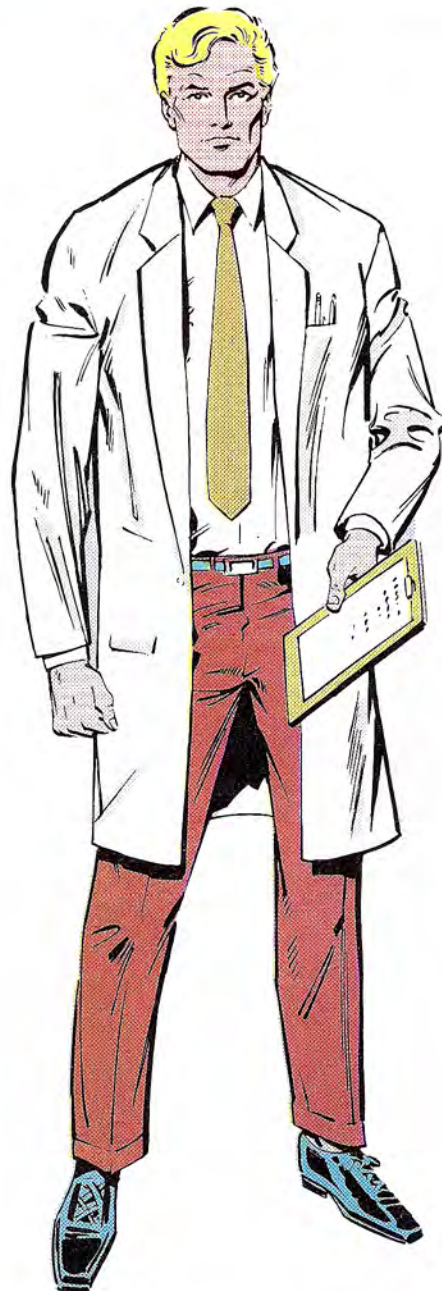
KNOWN POWERS

Shrinking: Other than the fact that Goliath did not need gasses to shrink, this power remained unchanged.

Growth: Goliath's power rank was Monstrous, but his Strength could reach only to Incredible. This power was a strain to Pym's body. One percent of his size-changes (determined randomly) would cause his body to remain stuck at the new height for 2-20 days, or until Goliath could affect a cure in his laboratory.

Protected Vision: Goliath learned the value of protecting his eyes from attack. Goggles provided Excellent defenses.

After one abortive experiment, Goliath accidentally inhaled strange mind-altering fumes. He renovated many of his powers and changed his name to Yellowjacket, claiming to be another adventurer who had killed Goliath. Even after he was cured of this insanity, Pym continued to use the Yellowjacket identity in hopes of avoiding the cellular deterioration that accompanied Growth.



DOCTOR PYM

STATISTICS

F	EX (20)
A	EX (20)
S	TY (6)
E	EX (20)
R	EX (20)
I	GD (10)
P	GD (10)

Health: 66

Karma: 40

Resources: EX (20)

Popularity: 7

KNOWN POWERS

Projective Shrinking: Dr. Pym can whip up a field of Pym particles and alter the size of any inorganic object he touches, with Incredible effect. Any intelligent target, such as a robot, may make a Material strength FEAT roll against the power to avoid the effects.

Micro-equipment: In the many pockets of his outfit, Dr. Pym has collected an array of simple weaponry which he carries at reduced size. He can enlarge and use any of these in a round. He has been seen using

sledge hammers, baseball bats, chainsaws, flying cameras, and laser drones, support braces, shields, and restraining glass spheres. Most of these have Remarkable material strength and most of their attacks are as per normal items of their variety. Items with flight capabilities have Poor speed. A player using this character should specify before play just what equipment he carries with him. Pym usually carries up to six items.

Vehicle: "Rover," which has been called the Pym-mobile, is one of Dr.

Pym's more complicated devices. Rover seats two, flies at Excellent speed, climbs walls at Remarkable speed, and can make acid and gas attacks at Remarkable intensity and a range of two areas. Rover has gripper claws of Remarkable Strength and Fighting ranks. And, most surprising of all, Rover can speak, possessing Typical Reason and a childlike curiosity of the world around it. Although Pym could conceivably shrink it, he has yet to do so.

BACKGROUND

Real Name: Henry Pym

Occupation: Scientist, adventurer

Legal Status: Citizen of the U.S. with a criminal record.

Identity: Secret, except as Dr. Pym

Place of Birth: New York City

Marital Status: As Ant-Man, Giant-Man, and Goliath: Widowed. As Yellowjacket: Widowed and remarried. As Dr. Pym, Widowed and divorced.

Known Relatives: Maria Trovaya (first wife, deceased), Janet Van Dyne (second wife, divorced).

Base of Operations: Avengers' Compound, Los Angeles, California

Past Group Affiliations: Partner of the Wasp, Avengers, Defenders (briefly), Masters of Evil III, and West Coast Avengers.

Present Group Affiliation:

TALENTS

Henry Pym is a brilliant scientist, skilled in Chemistry, Biology, Genetics, Electronics, Physics, and Engineering. He also has the Repair/Tinkering talent. He discovered the Pym particle and created robots such as Ultron and Rover, possessing independent thought.

CONTACTS

Outside the Avengers, Pym can contact Scott Lang, the current possessor of the Ant-Man equipment.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Throughout his early career, Pym was quiet and studious, never quite feeling comfortable as a flashy super-hero. In his last days as Yellowjacket, he was abusive to the Wasp and finally acted to betray the Avengers. After a long period of soul-searching and an abortive suicide attempt, he finally put his life back together. His new outfit is deliberately non-heroic looking, the better to avoid falling into the same old behavioral traps, and his outlook is analytical, positive, and somewhat light-hearted.

HISTORY

Dr. Henry Pym, an American biochemist with extensive knowledge in other scientific fields, married Maria Trovaya, a brave and beautiful young woman who had been a political dissident in her native Hungary, from which she had fled. Naively believing that his American citizenship would protect her, Henry and Maria Pym traveled to Hungary shortly after their marriage. The Pym's were confronted by agents of the secret police there. Henry Pym was knocked unconscious and Maria was murdered. Pym was greatly distraught by his wife's death, and decided to do whatever he could in the future to battle injustice and inhumanity.

Back in the United States, Pym discovered a rare group of subatomic particles, which have become known as the "Pym particles." Pym was able, through the application of

magnetic fields, to entrap the particles within two separate serums. One serum would reduce the size of persons and objects, and the other would restore them to their normal size. Pym tested the reducing serum on himself and discovered it was more powerful than he had expected: It reduced him to the size of an insect. Pym became entrapped in an anthill and was pursued by the ants within. He escaped and restored himself to his normal size with his other serum. Deciding that the serums were too dangerous to exist, Pym destroyed both of them. However, weeks later he reconsidered his decision and began to recreate the serums, whose existence he then kept secret. Inspired by his experience in the anthill, Pym undertook a study of ants, and succeeded in creating his first "cybernetic helmet," which would enable him to communicate with ants through transmitting and receiving psionic/electrical waves.

After an alien being from the planet Kosmos killed the scientist Vernon Van Dyne, Pym revealed his secret identity of Ant-Man to Van Dyne's daughter Janet, who wished to avenge his death. Pym taught Janet how to use the gas within which he now contained the "Pym particles," and, through bioengineering, gave her the ability to grow insect-like wings when she used the gas to shrink herself to insect size. As the Wasp, Janet Van Dyne assisted the Ant-Man in finding and defeating the murderous Kosmosian. Pym and Van Dyne gradually fell in love, and they became crime-fighting partners in their costumed identities, and were two of the founding members of the Avengers.

Pym next developed a series of capsules containing the Pym particles which he used to grow to greater than normal heights. Thereafter, Pym preferred to use his power to grow to giant size for crime-fighting, and called himself Giant-Man. However, his size-changing imposed great strains on Pym's body that he believed could be fatal, and, upon deciding their careers as Giant-Man and the Wasp were too great a danger for Van Dyne, Pym decided to

retire as a costumed crime-fighter.

Sometime later, when both Attuma and the Collector captured the Wasp, Pym decided to use his growing power again, donned a new costume, and adapted the name of Goliath. Wasp was rescued, and Pym continued to work in his laboratory while adventuring as Goliath.

One day, Pym accidentally dropped some vials containing various unknown gases. The released gases wreaked a radical temporary personality change in Pym. He took the new identity of Yellowjacket, claimed that he had murdered Henry Pym, and kidnapped the Wasp, proposing marriage to her (as Pym had long wanted to do). Van Dyne realized what was going on and went along. An attack by the Ringmaster and his Circus of Crime shocked Pym back to sanity, and Pym — now married to Van Dyne — seemed to have everything.

However, various laboratory failures and other problems, combined with his own impossibly high standards for himself, led to a deterioration of Pym's personality and relationship with his wife. After a particularly violent incident while the Avengers were trying to capture the Elfqueen, Yellowjacket was court-martialed and kicked out of the Avengers, and Van Dyne divorced him.

Pym then fell under the influence of his old arch-enemy Egghead, and only after several complicated turns of events was Pym able to defeat Egghead and his accomplices and get back in the good graces of the Avengers.

Life still wasn't easy for Pym. Working with the West Coast Avengers, Henry Pym grew depressed and contemplated suicide. Afterwards, with the inspiration of Espirita, he gathered his strength and decided to forge a new life for himself. He found a way to use Pym particles on inorganic objects he was touching, being able to shrink objects up to two stories high. He devised miniaturized gear and took an active part in adventuring yet again as Doctor Pym, wearing normal clothing. His ability to force other items to shrink, along with a gift for tactics and his scientific genius, has provided him with all the abilities he needs as an Avenger.

YELLOWJACKET



STATISTICS

F	EX (20)
A	EX (20)
S	GD (10)
E	EX (20)
R	EX (20)
I	GD (10)
P	TY (6)
Health: 70	
Karma: 36	
Resources: GD (10)	
Popularity: 30	

KNOWN POWERS

Shrinking, Insect Communication and Control, Protected Vision:

These powers were much the same as they had been in Pym's previous incarnations. Technological advances allowed him to restore Insect Control to Remarkable intensity with less bulk than he required as Ant-Man.

Flight: Wings on his costume allowed Yellowjacket to fly at Good speed.

Disruptor Pistol and Sting: This pistol could cause Excellent energy damage at a range of 1 area. He eventually modified this attack, using his wings' vibrations to amplify the attacks to Remarkable intensity and channeling the power through his gloves.

A mental breakdown disgraced Pym and caused him to retire his size-changing identities. After a stint as the West Coast Avengers' secretary and physicist, Pym hit upon his most recent heroic identity.

STATISTICS

F GD (10)
A EX (20)
S TY (6)
E RM (30)
R GD (10)
I MN (75)
P MN (75)

Health: 66

Karma: 160

Resources: GD (10)

Popularity: 0

BACKGROUND

Real Name: Stephen Strange

Occupation: Surgeon (retired), occult expert

Legal Status: Citizen of the U.S. with no criminal record, recently deceased

Identity: Publicly known

Place of Birth: Philadelphia, Pennsylvania

Marital Status: Single

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: Member of the Defenders

Present Group Affiliation:

KNOWN POWERS

Magical Ability: Doctor Strange is the Sorcerer Supreme of the Earth Dimension. He may use any listed Power as a spell, subject to the limitation of Personal, Universal, and Dimensional energy restrictions. He uses these abilities at the Amazing level, unless otherwise noted as Power stunts. In addition, Dr. Strange regularly uses the following spells:

- **Alteration—Appearance (P)**—as a minor illusion of Amazing Intensity that changes the Doctor's appearance and that of his companions, usually hiding their costumes.
- **Astral Projection (P)**—as Power of same name, with Unearthly ability.
- **Levitation (P)**—as Power of same name, with Incredible ability.
- **Shield—Individual (O)** as Personal Force Field, able to repel magical attacks.
- **Telepathy (P)**—a Power of same name, with Unearthly ability.
- **Conjure (U)**—a specialized Teleport of Amazing Intensity that

brings the item, character, or being to the caster. The being in question may make a Psyche FEAT to avoid the conjuration.

- **Eldritch Beams/Bolts (U)**—As force or Energy Missile weapon, of Monstrous power and range.

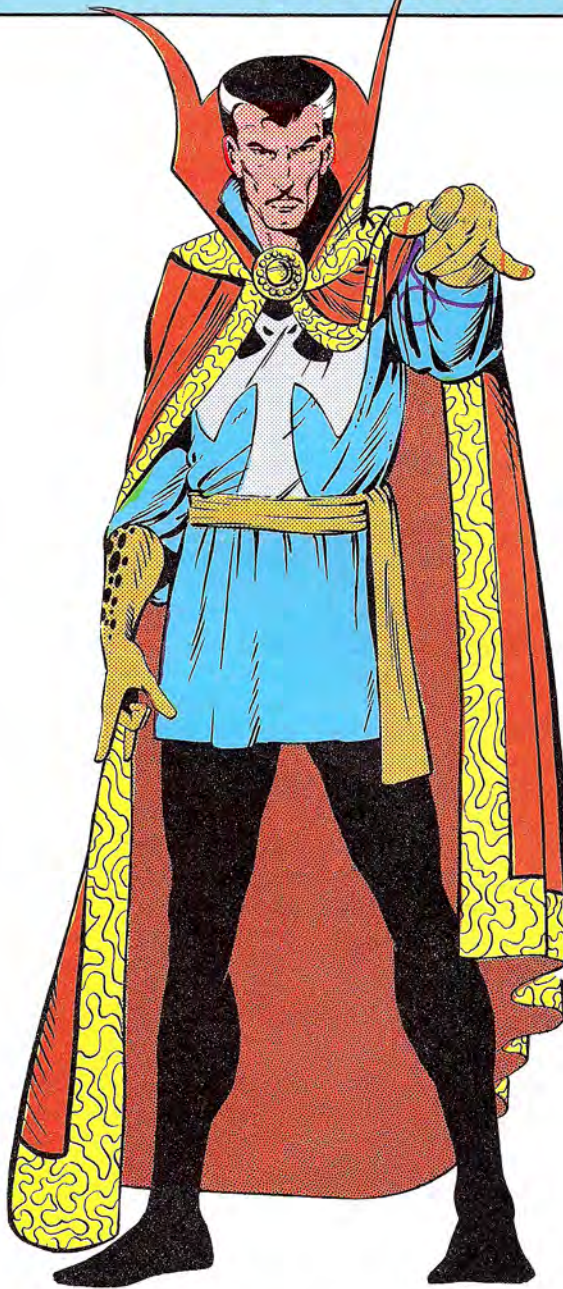
- **Dimensional Aperture (D)**—Creates an opening into, and permits passage to and from, another stated dimension, with Monstrous ability. Requires a FEAT roll only for unfriendly or hostile dimensions or unwilling travellers.

- **Spell of Silence (U)**—Prevents subject of spell from speaking of certain matters or subjects. Only characters of Amazing or greater Psyche

may receive a FEAT roll to avoid its effect.

Cloak of Levitation: The Cloak permits Flight of Shift X Speed. The Cloak may be commanded to perform discreet actions, and in combat it has Incredible material strength and may act as if it possesses Incredible Strength.

Corruption: As a result of drastic measures that Dr. Strange had to take to protect the Earth dimension after destroying most of his arcane property, he has fallen further and further into the clutches of black magic. No longer pure enough to wield the Eye of Agamotto, he now wears the Medallion of Ultimate Sor-



rows. This artifact has the Unearthly power to corrupt an individual's fondest dreams and twist them to nightmare.

Moreover, the Dimensional spells he can call upon now all involve the summoning of Dark Powers. Everytime he casts a Universal or Dimensional spell he must pay a price of 10 Karma, as doing so is an inherently evil act.

TALENTS

Doctor Strange was a skilled surgeon before becoming the Sorcerer Supreme, and retains his Medicine talent. He is an expert on Occult and Mythological Lore, and has been taught Martial Arts A and E by his former manservant, Wong.

TALENTS

Doctor Strange's mentor was the Ancient One, who has since merged with the universe but on rare occasions has returned to advise. Strange's own pupil Clea is now the ruler of the Dark Dimension. Among the beings that Strange calls upon to work his Dimensional spells are Hoggoth, Ikon, and Raggadorr.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Because his powers have always required a high degree of self-control, Dr. Strange usually remains aloof and austere. Recently, his personal problems have led him down the path of despair and he seems resigned to his corruption, viewing it as a necessary evil.

HISTORY

Stephen Strange was a brilliant, ambitious, and somewhat arrogant neurosurgeon whose meteoric career was tragically cut short in an automobile accident. Strange sustained minor nerve damage which prevented him from holding a scalpel steadily enough to perform delicate surgery. Although he was offered a prestigious consultant's position, Strange's pride prevented him from accepting. He invested his fortune in attempted cures and fraudulent doctors and saw it dwindle to nothing. He swiftly degenerated from recluse to drifter to drunken derelict. Then Strange heard talk of a learned man in Tibet known only as the Ancient One who could supposedly work miracles.

Determined to find this miracle man, he made his way across the ocean and then the frozen wastes of the Himalayan Mountains. Just when he reached the limits of his endurance, he stumbled upon the Ancient One's palace. The aged sorcerer told him he would only consider helping Strange if he proved himself worthy. Refusing to fully believe in the Ancient One's magic anyway, Strange remained as a

guest while a bitter storm spent itself outside. Strange soon discovered that the Ancient One's pupil Baron Mordo was plotting to kill his master. Trying to warn the master of the pupil's treachery, Strange was discovered by Mordo and mystically restrained. Witnessing Mordo's power and learning of his murderous intent shocked the jaded Strange into a realization of the nature of evil and of the necessity to combat it. Eventually Strange sought a way to get around Mordo's spell by sincerely offering to become the pupil of the Ancient One himself. The sorcerer freed Strange of Mordo's spell and admitted that he knew of Mordo's true nature all along. But having peered into Strange's soul, he saw the potential for great goodness and power. Thus, Strange became the Ancient One's disciple and learned the secrets of sorcery. In time, Strange returned to America and set up shop in Greenwich Village in New York City. Though the world at large thinks that he is no more than an eccentric occult authority, Doctor Strange has inherited from his mentor the mantle of Earth's Sorcerer Supreme.

Of late, Dr. Strange has been forced to turn to the forbidden Black Magicks and has accepted Kaluu, the Ancient One's greatest foe, as an erstwhile mentor in his fight against the demons that menace Earth.

STATISTICS

F EX (20)
A EX (20)
S RM (30)
E RM (30)
R IN (40)
I EX (20)
P MN (75)

Health: 100

Karma: 135

Resources: EX (20)

Popularity: 0

BACKGROUND

Real Name: Doctor Sun

Occupation: Scientist; Conquerer

Legal Status: Chinese citizen with a criminal record

Identity: Existence is a secret

Place of Birth: Beijing, China

Marital Status: Unknown

Known Relatives: None

Base of Operations: Mobile

Talents: Medical and Inventing

Contacts: None

Past Group Affiliations: None

Present Group Affiliation:

ROLE PLAYING NOTES

After his unwilling transformation into a cyborg, Dr. Sun decided to seek revenge by conquering the world. He is attracted to the field of vampirism and sees them as the perfect soldiers. This interest has brought about a long-standing rivalry with Dracula. Recently, though, he switched his emphasis to the use of powerful computers as a means of conquest.

KNOWN SUPERPOWERS

Mind Control: Doctor Sun possessed various psionic powers, enabling him to exert Monstrous control over the minds of others (aided by his technology, Sun could maintain control over large numbers of minds simultaneously).

Kinetic Bolt: Using another aspect of his mental powers, Sun could project Remarkable concussive bolts of pure psionic force.

Bio-Vampirism: In order to sustain his living brain, Doctor Sun must take in fresh human blood every 24 hours.

Mind Transferral: Over the course of his career as a criminal, Doctor Sun demonstrated the Monstrous ability to transfer his consciousness to or from

any computer system which was of sufficient complexity to retain it.

Linguistics: Doctor Sun had a Remarkable ability to learn and understand new languages quickly due to his mind's computer enhanced capabilities.

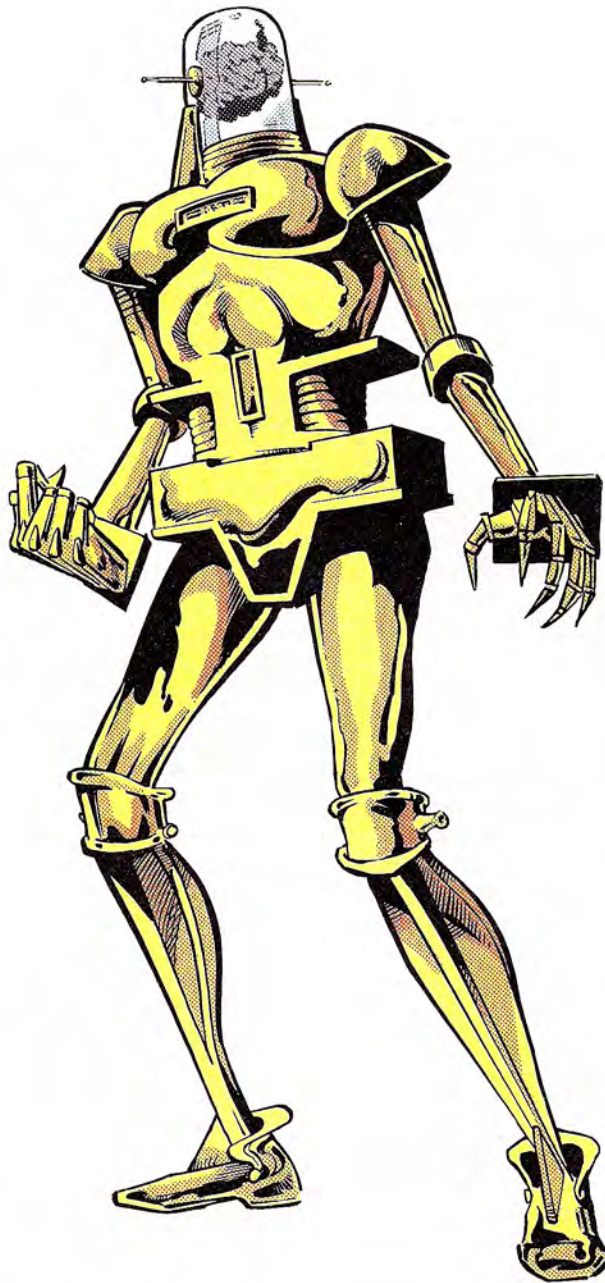
EQUIPMENT

Cyborg Body: For a time Doctor Sun used a robotic body made from a Monstrous material with superhuman strength whose limits are not known.

Body Armor: Doctor Sun's cyborg body provided him with Monstrous

resistance to all physical attacks.

ADDITIONAL NOTES:



HISTORY

The man known only as Doctor Sun was once one of the leading scientists in the People's Republic of China. He conceived Project: Mind, in which a human brain, separated from its body, would be linked to a computer.

During the "Cultural Revolution" of the People's Republic in 1966, Sun somehow incurred the wrath of a general who held power in the government. The general had Sun convicted of unknown charges and sentenced to death. Further, the general decided, Sun himself would be the test subject for Project: Mind.

After doctors caused Sun's heart to stop, they quickly removed his brain surgically before it could undergo cellular deterioration, and placed it within a receptacle which was designed to provide it with oxygen and nourishment.

With this done, the doctors then linked Sun's brain to a network of computers. Drawing upon the electrical energy in the computers, Sun attacked the doctors with blasts of psionic force. Using his new found powers, Sun forced a number of people to serve him, and to conceal his whereabouts from Chinese authorities. Eventually Sun left China altogether, now intending to rule the entire world.

In order to survive, Sun's brain needed continual fresh supplies of human blood. Therefore, he undertook the study of vampires, who also sustained themselves with blood. He decided to take control of the world's vampires, so that they could obtain blood for him and serve as an army for him as well. Capturing the most powerful of Earth's vampires, Dracula, he attempted to transfer his memories into the mind of Brand, a vampire agent of Sun's, so that Brand could then take control of the rest of the world's vampires. Brand failed to destroy Dracula, however, who then defeated Sun.

Dracula retained his memories, but, unknown to him, Sun had also initiated a process by which Dracula's superhuman powers were slowly being drained into Sun himself. Dracula, his powers tremendously reduced, finally confronted Sun in the latter's new lair in Boston, Massachusetts. Sun and his underling, Juno, an assassin with a silver spear in the place of his left hand, had already captured Dracula's nemeses Frank Drake, Quincy Harker, and Rachel van Helsing.

Sun had Juno kill Dracula and incinerate the body. He then allowed Drake and his companions to escape. As Sun intended, they returned with a large number of soldiers to attack his headquarters.

Using the hypnotic powers he had stolen from Dracula and magnified with his technology, Sun took psionic control over the minds of the soldiers. He planned for these troops to be the nucleus of his own army, and to mesmerize any other attacking troops so that they would also join his forces.

Drake, van Helsing, and pulp writer Harold H. Harold invaded Sun's headquarters and made off with Dracula's ashes. Reluctantly, realizing they needed Dracula's powers to defeat the greater menace posed by Sun, Drake and his allies resurrected the vampire lord. Now that Dracula had a new "life," he once again possessed his full level of power, as if it had never been reduced, although Sun did not lose any power. Dracula again confronted and battled Sun at the latter's lair. A fire began during the battle that, before the eyes of Dracula, Drake, and other witnesses, consumed the brain they believed to be Sun's.

However, Sun had deceived them: he had decapitated Juno and it was his brain that had been destroyed by fire. Sun had secretly teleported his own brain to an alternate headquarters.

Sun eventually had a robotic body constructed for himself, in which his brain was placed. Learning of the

young costumed crimefighter Nova, who was secretly student Richard Rider, Sun investigated further and discovered Nova's link with a Xandarian spacecraft orbiting Earth. Capturing Nova, he had them both teleported aboard the spacecraft. Here, Sun intended to make use of the ship and its computers, which were linked to the massive, highly advanced computers of the planet Xandar, in his plans to conquer Earth.

Sun was thwarted by the arrival of the more powerful Sphinx, however, who commandeered the ship and took it to Xandar. Fleeing the starship as it approached Xandar, Sun went to that world himself. There he projected his consciousness into the great Xandarian computers.

After being aided by the Fantastic Four, the grateful Xandarians permitted the establishment of a link between their computers and the robot known as H.E.R.B.I.E. (Humanoid Experimental Robot, B-Type, Integrated Electronics) which had been created by the team's leader, Mister Fantastic. Sun's consciousness transferred itself into H.E.R.B.I.E. and returned to Earth in that physical form.

Once back on Earth, Sun (in H.E.R.B.I.E.'s form) attempted to destroy the Fantastic Four. In the course of the battle, Sun managed to transfer his consciousness into the Fantastic Four's master computer. Mister Fantastic sealed off the master computer from other systems; thus trapping Sun who could only escape by transferring his consciousness back into H.E.R.B.I.E..

H.E.R.B.I.E., now free from Sun's control, which was prevented by its programming from allowing any danger to befall the Fantastic Four if it could prevent it, hurled itself at the master computer. The resulting collision caused an explosion that destroyed both H.E.R.B.I.E. and the master computer. Sun's consciousness thereupon apparently ceased to exist on the mortal plane.

STATISTICS

F RM (30)
A UN (100)
S MN (75)
E CL1000
R MN (75)
I MN (75)
P UN (100)

Health: 1205

Karma: 250

Resources: Unlimited

Popularity: -30

BACKGROUND

Real Name: Dormammu

Occupation: Conqueror, former ruler of the Dark Dimension

Legal Status: Exiled citizen of the dimension of the Faltine, exiled citizen of the Dark Dimension

Identity: Publicly known in the Dark Dimension. His existence is unknown to the general populace of Earth

Place of Birth: The Faltine dimension

Marital Status: Single

Known Relatives: Umar (sister), Clea (niece)

Base of Operations: The Dark Dimension

Past Group Affiliations: None. Former ally of Umar and Loki

Present Group Affiliation:

KNOWN POWERS

Magical Ability: Dormammu is one of the most powerful magic-wielders to ever exist. He may use any listed Power as a spell, subject to the limitations of Personal and Universal energy restrictions. Being a Dimensional entity, he is able to generate these energies himself. He uses these abilities at the Monstrous level, unless otherwise noted as Power stunts. In addition, Dormammu regularly uses the following spells:

- **Counterspell (D)** — Dormammu can cancel out or tamper with the magical spell of others at Unearthly ability. He must make a FEAT roll against the Intensity of the spellcaster he wishes to affect.
- **Dimensional Aperture (D)** — Creates an opening into and permits passage to and from another stated dimension, with Unearthly ability.



- **Eldritch Beams/Bolts (U)** — As Force or Energy Missile weapon, of Monstrous power and range.

- **Telepathy (P)** — Dormammu can telepathically contact anyone he wishes throughout the dimensions at Class 1000 ability.

- **Transformation (D)** — Dormammu can transform himself or others into another substance, retaining the target's own shape. He can also endow another individual with new powers, or enhance old

ones. He does all of this at Unearthly rank.

Flames of Regency: When Dormammu is ruling the Dark Dimension, he receives a +1 CS on any power he uses.

Immortality: If Dormammu's Health is reduced to 0 his body dissipates and begins to reform elsewhere over a period 2-20 months.

TALENTS

Dormammu has the Occult Lore and Mystical Background talents.

CONTACTS

None

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Dormammu uses his powers directly and to the point. Although he may engage in complex schemes to gather power, once he has gained the power he uses it in a forthright manner. Oddly enough, Dormammu is possessed of a strange sense of honor and will never break his word once given or attack someone to whom he is indebted.

HISTORY

Originally, Dormammu possessed humanoid form. He and his sister Umar were sorcerers of great mystical power, in the dimension of the Faltine. For unknown reasons they were exiled from this dimension, and they sought sanctuary from Olnar, the wizard-king of the Dark Dimension, a small "pocket" cosmos in a dimension other than Earth's, in which the laws of reality are different from those in the Earth dimension. (It has been speculated that this took place many thousands of Earth years ago.) Dormammu and Umar promised to show Olnar how to expand his realm. Intrigued, Olnar overruled the objections of the other wizards of his realm, who distrusted the two exiles, and he granted Dormammu and Umar not only sanctuary but also positions of power. In return, the two Faltinians showed Olnar how to break down interdimensional barriers and to absorb other pocket dimensions into his own. Thus Olnar greatly expanded the size of the Dark Dimension.

However, after many years of such conquests, it was discovered that a pocket cosmos that had recently been added to the Dark Dimension was the home of the savage creatures called the Mindless Ones. The Mindless Ones spread destruction throughout the Dark Dimension and killed Olnar. The surviving wizards blamed the two Faltinians for the Mindless Ones' rampage. Suspecting that the wizards would attack the two of them, Dormammu and Umar struck first and defeated the wizards. The two Faltinians then combined their magic to imprison the Mindless Ones behind a mystical barrier which still exists today. Umar, younger than her brother, was greatly weakened by this feat, and did not regain her full power until long afterwards. The people of the Dark Dimension acclaimed Dormammu and Umar for saving them from the

Mindless Ones and, with Olnar's infant son Orini unable to rule and the wizards defeated, chose Dormammu as regent of the Dark Dimension. (After a brief time under Umar's rule, the Dark Dimension is now governed by Dormammu's niece, Clea.)

Dormammu transformed himself into pure mystical energy, thus enabling himself to use his vast magical powers more efficiently. He placed a spell upon the remaining few wizards that rendered them incapable of speech, and therefore of using most of their magical powers, and condemned them to wander through the Dark Dimension as outcasts. Dormammu had no intention of surrendering his throne to Orini, Olnar's heir, when the child came of age, but instead raised Orini as his ward, and Orini became Dormammu's loyal disciple.

For an unknown number of Earth centuries, Dormammu has sought to conquer the Earth dimension. He has always been frustrated by the Sorcerers Supreme of the Earth dimension, each of whom has used the Amulet of Agomotto as a weapon against him. The most recent Sorcerers Supreme of Earth dimension to oppose him have been the now deceased Ancient One, and Doctor Stephen Strange, who has become Dormammu's greatest foe. Despite Dormammu's vastly greater power, Strange has defeated him repeatedly. Most recently, Dormammu undertook a complex plot that involved his reaching back in time to incarnate himself physically on Earth in the year 1943, long before his first clash with Doctor Strange. However, Strange and Dormammu's niece Clea had journeyed back in time to 1943. Each contributed to creating a means of destroying Dormammu, scattering his mystical essence throughout myriad dimensions. However, it has been theorized that Dormammu, a being of pure mystical energy, cannot forever be destroyed, and it remains to be seen whether he may someday return.

STATISTICS

F RM (30)
A AM (50)
S RM (30)
E UN (100)
R GD (10)
I AM (50)
P AM (50)

Health: 210

Karma: 110

Resources: RM (30)

Popularity: -30

BACKGROUND

Real Name: Vlad Dracula

Occupation: Former prince of Transylvania and Wallachia, former ruler of Earth's vampires

Legal Status: Former prince of Transylvania and Wallachia, deceased

Identity: The general populace of Earth believes Dracula died centuries ago.

Place of Birth: Schassburg, Transylvania, (now Sighisoara, Romania).

Marital Status: Widowed three times

Known Relatives: Vlad Dracul (father), Mircea and Radu (brothers), Zofia and Maria (wives), Lilith (daughter), Vlad Tepelus (son) (all deceased), Domini (wife), Janus (son), Frank Drake (descendant).

Base of Operations: Castle Dracula, Transylvania

Past Group Affiliations: Ruler of Earth's vampires.

Present Group Affiliation:

KNOWN POWERS

Resistances: Dracula ignores most physical attacks but not Stuns and Slams. He has Excellent regenerative abilities.

Transformation: Dracula can transform himself into the following:

- A mistlike cloud which allows him passage through tight spaces and Feeble Flight.
- A bat, having bite attacks (Good damage) and Typical Flight.
- A wolf, having the abilities to bite (Remarkable damage), move at 3 areas, and use Monstrous Intuition.
- A man-sized bat capable of flying at 4 areas/round, with claw and biting attacks for Excellent damage.

Summoning and Controlling: Dracula is able to command the meaner animals (bats and wolves), thunderstorms, lesser vampires, and humans at Unearthly rank.

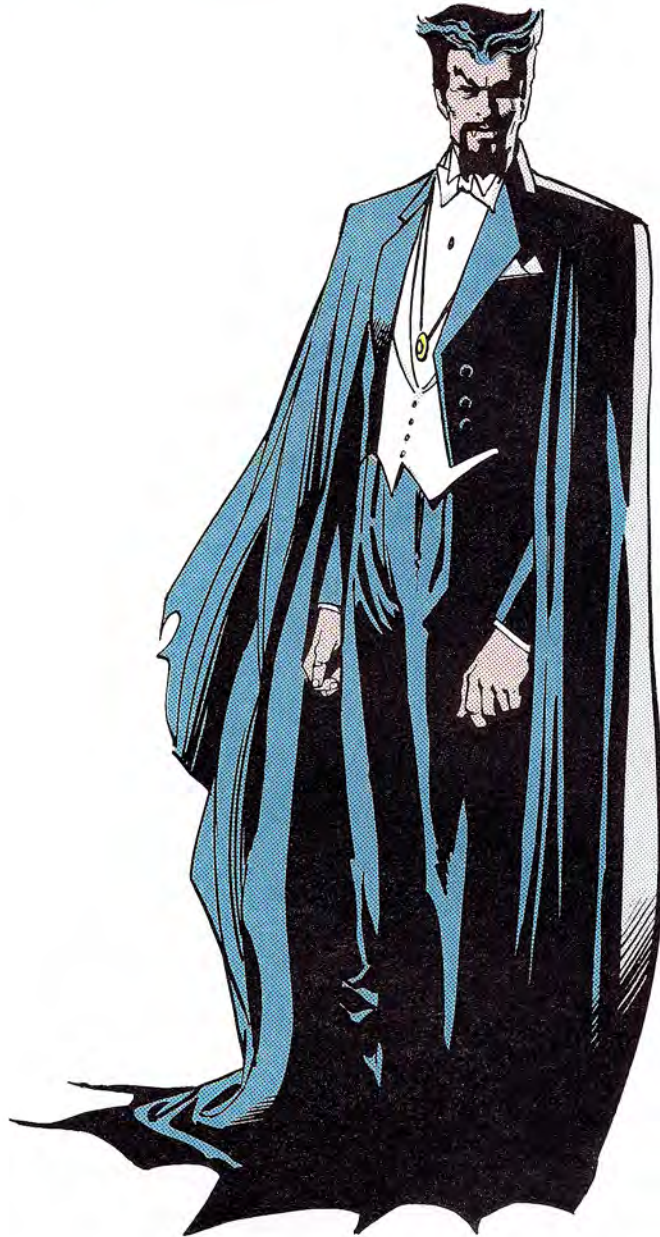
Vampire Bite: Dracula's bite inflicts Typical damage each turn. If the victim is not slain, he or she remains weak (-1 CS on all FEATs) until a weekly Endurance FEAT is made, and subject to Dracula's telepathic commands.

Vampiric Limitations: A number of attack forms and weaknesses inflict damage to a vampire:

- **Blood Dependency** — Deprivation of blood results in weakness (-1 CS on all stats every two days) and an overwhelming desire for blood. Upon seeing blood, a vampire failing a Psyche FEAT roll automatically attacks.

- **Direct Sunlight** — The rays of the sun or attacks which duplicate solar radiation cause Amazing damage to vampires. If reduced to O Health, a vampire turns to powder.

- **Religious Objects**
- **Mirrors** — A vampire must make a Psyche FEAT roll to avoid



smashing a mirror.

- Houses — Vampires are bound from entering a dwelling unless freely invited.

- Silver — Silver weaponry can inflict normal damage on a vampire.

- Wood — A wood stake or blade produces an automatic "kill" against a vampire on a red result.

- Permanent Destruction — Three methods of slaying a vampire are known to "kill" it forever: exposure to sunlight; piercing the vampire's heart, beheading, burning, then scattering the ashes; or using the Montesi Formula.

TALENTS

Dracula is a trained swordsman and has Martial Arts A and B. He possesses both the Occult Lore and Mystic Background Talents.

CONTACTS

None.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Dracula was the ultimate embodiment of the evil of mankind. Although not averse to confrontation, he is not stupid and knows when to run to fight another night.

HISTORY

Vlad Dracula was born in 1430 as the second son of Transylvanian nobleman Vlad Dracul in the town of Schassburg, Transylvania. Eventually, after years of battling with the Ottoman Turks, he became the prince of Wallachia. Between 1451

and 1456 Dracula married Zofia, a Hungarian noblewoman. The marriage was short-lived but produced a daughter, Lilith. A second marriage in 1456 to Maria produced a son, Vlad Tepelus.

In 1459 Dracula was defeated in battle by the Turkish warlord Turac. On learning that Turkish soldiers had raped Maria, Dracula attacked Turac, who mortally wounded him. Turac brought Dracula to the gypsy Lianda to be healed. Lianda, however, was a vampiress, who killed Dracula with her bite, causing him to rise as a vampire himself. When Turac killed Maria, Dracula then killed Turac (who also became a vampire as a result). Dracula later defeated the vampire Nimrod in battle, thereby succeeding him as ruler of Earth's vampires. Soon after, Dracula enhanced his own blood with that of Varnae, the sole survivor of the first group of vampires to exist on Earth, who were turned into vampires by pre-Cataclysmic Atlantean sorcerers using the Darkhold, a primeval book of black magic. This step gave Dracula greater powers than any other vampire.

In 1606 Dracula moved to the current Castle Dracula and began his series of long journeys, during which he encountered the sorcerer Cagliostro. During Dracula's absence, a number of noblemen, including Baron Russoff, took over his land. In retaliation, Dracula murdered Russoff's wife Louisa.

Dracula's principal opponent in the nineteenth century was Abraham Van Helsing. Between 1875 and 1890, Dracula was killed by a barrage of silver buckshot fired by an American. Dracula was resurrected years later, but the many minute particles of silver remaining in his body caused him to age rapidly; ingesting enough blood restored him to his usual physical age and appearance.

In 1890, through Jonathan Harker, Dracula bought Carfax Abbey in England. Abraham van Helsing pursued Dracula back to Transylvania, where van Helsing brought about his destruction. Letters and journal entries by Van Helsing and people connected with him concerning Dracula's foray into England were

collected by Bram Stoker and published in 1897 as the book *Dracula*, which is mistakenly believed to be a work of fiction. Dracula was eventually resurrected yet again.

Quincy Harker (Jonathan's son) died in his final clash with Dracula, during which Harker succeeded in killing the vampire. However, Dracula was soon revived once more. Dracula eventually took his revenge on Rachel van Helsing (Quincy's daughter), transforming her into a vampire. On her own request, Van Helsing was killed by the X-Man Wolverine to free her from existence as a vampire.

Finally, the modern-day cult of Darkholders eliminated all of Dracula's vulnerabilities except one: The Montesi Formula. Through the magic of the Darkhold, people were first transformed into vampires, and a mystical formula in it, the Montesi Formula, could be used to destroy all of Earth's vampires forever. Through this, Dr. Strange and his allies completely obliterated Dracula from the mortal plane.

Due to Strange's use of the Montesi Formula, no vampire can exist in Earth's dimension, not even a vampire brought to this dimension from another one. Presumably Dracula and other vampires can only be successfully resurrected on Earth through the magic of the Darkhold. A book now possessed by the alien sorcerer Urthona.

While in the possession of Urthona, Dr. Strange destroyed the Darkhold. There seems therefore to be no method of releasing vampires into the Earth dimension.

STATISTICS

F GD (10)
A GD (10)
S AM (50)
E MN (75)
R FE (2)
I FE (2)
P PR (4)

Health: 145

Karma: 8

Resources: none

Popularity: 0

BACKGROUND

Real Name: Dragon Man

Occupation: Inapplicable

Legal Status: Property of Prof. Gregson Gilbert

Identity: Publicly known

Place of Birth: Biology Department, State University, Hegeman NY

Marital Status: Inapplicable

Known Relatives: Inapplicable

Base of Operations: Mobile

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS

Armor Skin: Incredible resistance to physical and energy attacks.

Fire Generation: Monstrous rank

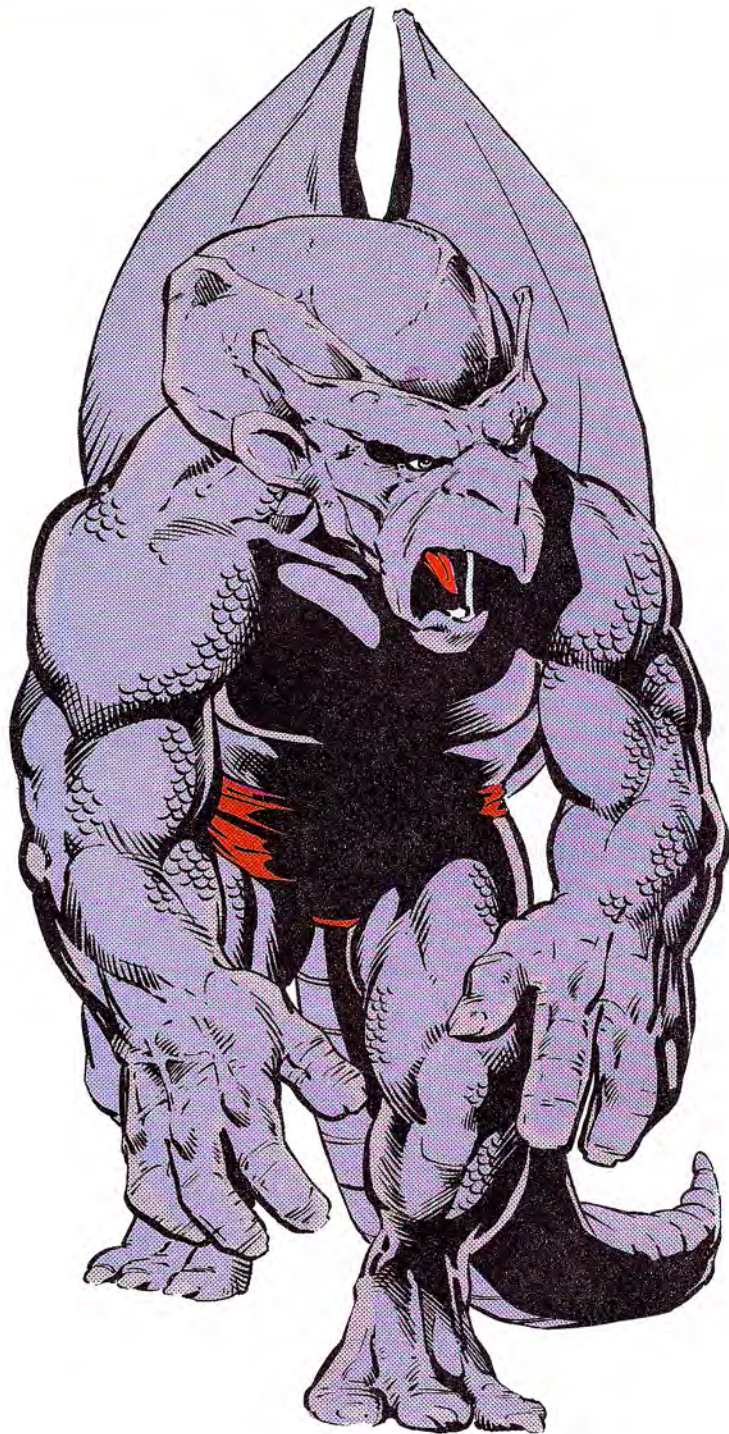
Prehensile Tail: Remarkable damage

Winged Flight: Good speed

Weakness: Sonics. Certain frequencies cause Dragon Man to undergo extreme mood swings.

Contacts: Prof. Gilbert, Fantastic Four

ADDITIONAL NOTES:



ROLE PLAYING NOTES

Dragon Man is a superpowered infant. He is barely self-conscious and has an extremely limited ability to learn. He does remember friends and things he enjoys. He can be easily distracted by pleasurable stimuli. Because he doesn't really speak, his player should be limited describing his actions or imitating Dragon Man's roaring speech.

HISTORY

Dragon Man was an experimental creation of Professor Gregson Gilbert of State University. The benevolent professor had fashioned an artificial dragon-like creature but lacked the means to make it function. Having heard through secret means of Gilbert's experiments, the alchemist Diablo convinced the professor to give the creature life through one of Diablo's alchemical potions. To Gilbert's shock and regret, Diablo used his control over the creature's will to seek revenge on the Fantastic Four. The four managed to vanquish the creature and saw him disappear into a lake near the university campus. Since the time of Diablo's original animation and control, Dragon Man has been used as a pawn by such criminal masterminds as Dr. Lemuel Dorcas, Gregory Gideon, and the Machinesmith. Dragon Man is currently under the supervision of his creator, Professor Gilbert.

STATISTICS

F GD (10)
A EX (20)
S IN (40)
E AM (50)
R EX (20)
I TY (6)
P RM (30)

Health: 120

Karma: 56

Resources: FB (2)

Popularity: 10

BACKGROUND

Real Name: Arthur Douglas

Occupation: Former real estate agent, later agent of Chronos

Legal Status: Citizen of the U.S. with no criminal record.

Identity: Secret

Place of Birth: Burbank, California

Marital Status: Widowed

Known Relatives: Yvette Douglas (wife, deceased), Heather Douglas (daughter, deceased)

Base of Operations: Titan

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS

Immortality: Drax can not be slain by physical means. In addition to Immortality, Drax has Unearthly Life Support, Regeneration, and Recovery powers, and is invulnerable to heat, cold, electricity, radiation, toxins, and disease. However, Drax can be Slammed or Stunned by physical attacks. Drax can be killed only by mental attack.

Force Blasts: Drax can fire beams of Amazing power and range from his hands that hit on the Force chart.

Flight: Drax can fly at Class 1000 speeds in space, but is limited to Shift X speed while in a planet's atmosphere.

Obsession: When in the presence of his target, Thanos, Drax' mind was consumed by a single thought: kill Thanos. In this situation, Drax receives a +1 CS to his physical attributes and Force Blast.

TALENTS

Drax has the Resist Domination talent.



CONTACTS

Drax has dealt with the Eternals of Titan and the Avengers.

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

When Douglas was recreated as Drax, he existed for a single purpose: the destruction of Thanos. Once Thanos was destroyed by Captain Mar-Vell, Drax roamed the stars without purpose. He is suicidal at times and easily provoked into a combat fury.

HISTORY

Real estate agent Arthur Douglas, his wife Yvette, and daughter Heather, were driving across the Mojave Desert from Las Vegas to Los Angeles when a spaceship carrying the mad Titanian named Thanos passed overhead on a surveillance mission to Earth. Wishing to keep his existence secret, Thanos destroyed the automobile in case its passengers had seen his ship, and then landed to make certain they were dead. Satisfied that they were, Thanos left. Unknown to the Titanian, his father Mentor had been monitoring his activities on Earth to examine his son's latest handiwork. Mentor discovered that Heather Douglas was still alive, and took her back to Titan to be raised. She later returned to Earth as Moondragon.

Mentor determined that the threat

of his son Thanos could no longer be ignored, and wanted to create a being of sufficient power to defeat Thanos. Enlisting the aid of his father Chronos, who millennia before had become a discorporate wraith, Mentor had Chronos seize the astral form (living consciousness) of Arthur Douglas before it had completely fled from Douglas's body. Chronos and Mentor then fashioned a humanoid body from the Earth's soil, granted it superhuman powers, and cast Douglas' spirit inside it. Thus they created the being who would become known as Drax the Destroyer.

Mentor blocked all of Drax's memories of his old life, instilling in him monomaniacal hate for Thanos. For years, Drax served as Thanos's namesake, thwarting certain of the Titanian's plans, but never crushing Thanos himself. Thanos hired legions of alien mercenaries just to keep Drax away from him. Finally, in Thanos's campaign to possess the Cosmic Cube, Drax, in the company of the Avengers, Captain Mar-Vell, and Moondragon, saw Thanos destroyed. Suddenly lacking a reason for existence, Drax wandered space in grim contemplation. By the time he learned that Thanos had once again been killed, this time by being permanently turned to stone.

Drax, purposeless again, used Captain Mar-Vell as a scapegoat upon whom to vent his frustrations.

Sometime later, Drax was contacted by his daughter Moondragon and invited to join her in her journey through space in search of knowledge. Drax accepted. The two rode aboard Moondragon's personal starship Sensia, and came upon the planet Ba-Banis, a world of humanoid aliens caught in a vast civil war. Moondragon decided to use her mental powers to quell the conflict, and then decided to set herself up as the world's goddess. Drax recognized that her ambitions were ignoble and so sent their ship to Earth with a holographic distress message. The Avengers responded and discovered Moondragon's world of mentally enforced tranquility. Freed by the Avengers from his daughter's world of mental domination, Drax advanced toward her, seeking to end her menace. In order to stop him, Moondragon mentally forced Drax's life essence to vacate his artificial body. Later, after subduing Moondragon and returning to Earth, the Avengers placed Drax's body inside Sensia and sent it into space programmed to self-destruct. Without Drax's spirit inside it, Drax's body was destroyed when the Sensia exploded.

STATISTICS

F EX (20)
A GD (10)
S GD (10)
E RM (30)
R RM (30)
I TY (6)
P GD (10)

Health: 70

Karma: 46

Resources: TY (6)

Popularity: -2

BACKGROUND

Real Name: Bram Velsing

Occupation: Former engineer

Legal Status: Exiled citizen of Latveria

Identity: Secret

Place of Birth: Schonstadt, Latveria

Marital Status: Single

Known Relatives: None

Base of Operations: Mobile

Past Group Affiliations: None

Present Group Affiliation:

KNOWN POWERS

Body Armor: The Dreadknight wears a suit of full-body armor that provides him with a Good Body Armor and Excellent Resistance to electricity.

Power-Lance: The Dreadknight wields a specially designed lance of Remarkable Strength material. It can be used as a regular lance to do Excellent damage, but it also has a number of offensive technological devices built into it:

- A pair of twin force-blast pods that can fire a Force blast of Remarkable strength at up to 100 feet, or 5 areas.

- An electrical entanglement cable that can ensnare a target up to 2 areas away. The cable makes a Grappling attack at Remarkable Strength and on the next round, the Dreadknight triggers an electrical charge that automatically hits for Remarkable damage.

- Two "penetro-shells" with a range of 5 areas that do Amazing damage.

Gas Pistol: The Dreadknight carries a Typical strength material gas pistol which fires a blast of Amazing strength gas. He can fire at anyone in the same area and the target must

make an Endurance FEAT roll against the intensity of the gas or be stunned for 10-100 turns. The pistol has 4 shots.

Hellhorse: The Dreadknight rides Hellhorse, a mutated black stallion possessing bat-like wings and claws. It has the following statistics:

F	A	S	E	R	I	P
GD	GD	EX	IN	FB	TY	PR

Health: 80 Karma: 12

Hellhorse has claws which do Excellent damage, and wings which provide it with Poor flight.



TALENTS

Dreadknight is a Weapon Specialist with his lance (+2 CS). He is a scientist with the Engineering and Electronics talents.

CONTACTS

None

ADDITIONAL NOTES:

HISTORY

Bram Velsing was a brilliant scientist in Latveria, who was not content to simply execute the technological schemes of his evil monarch, Doctor Doom. Learning of Velsing's rebellious ambitions, Doom had a mask permanently fused to Velsing's face so that, like Doom's, his features were hidden for all time. Anguished and humiliated, Velsing fled Latveria, and eventually fell under the care of the Children, the genetic creations of Dr. Victor Frankenstein, tended by Frankenstein's great-granddaughter, Victoria. While being nursed back to health at her castle,

Velsing encountered the winged horse of the criminal Black Knight, which Victoria Frankenstein had tried to restore to normal, but had only succeeded in further mutating. Bram Velsing decided to use the horse, his scientific intellect, and terrifying visage to seek revenge against Doom, under a new identity, the Dreadknight. When the Dreadknight sought to steal the secret notebooks of Victor Frankenstein, Victoria Frankenstein thwarted his plan with the aid of Frankenstein's Monster and Iron Man, who had landed in Yugoslavia en route to America. Though the Dreadknight was left in the care of the Children after his defeat, his current whereabouts are unknown.

ROLE-PLAYING NOTES

The Dreadknight is an arrogant man who thinks of nothing but Dr. Doom's destruction, going to any lengths to facilitate a plan which might bring about the Latverian monarch's downfall.

STATISTICS

F RM (30)
A EX (20)
S IN (40)
E MN (75)
R FB (2)
I EX (20)
P FB (2)

Health: 165

Karma: None

Resources: None

Popularity: -10

BACKGROUND

Real Name: Not applicable

Occupation:

Legal Status: Not applicable

Identity: Not applicable

Place of Creation: originally HYDRA, now various Maggia construction bases

Marital Status: Not applicable

Known Relatives: Not applicable

Base of Operations: Mobile

Past Group Affiliations: Robotic pawns of HYDRA and the Maggia

Present Group Affiliation:

KNOWN POWERS

Body Armor: The Dreadnought robots are constructed of Amazing Strength titanium steel, which provides Amazing protection from physical attacks and Remarkable protection from Energy attacks. Dreadnoughts have Monstrous Resistance to Heat, Cold, and Radiation attacks. Their limited programming causes mental attacks and illusions directed against them to fail. They are equipped with simulated human senses of hearing, sight, and smell, and so may be attacked in this fashion.

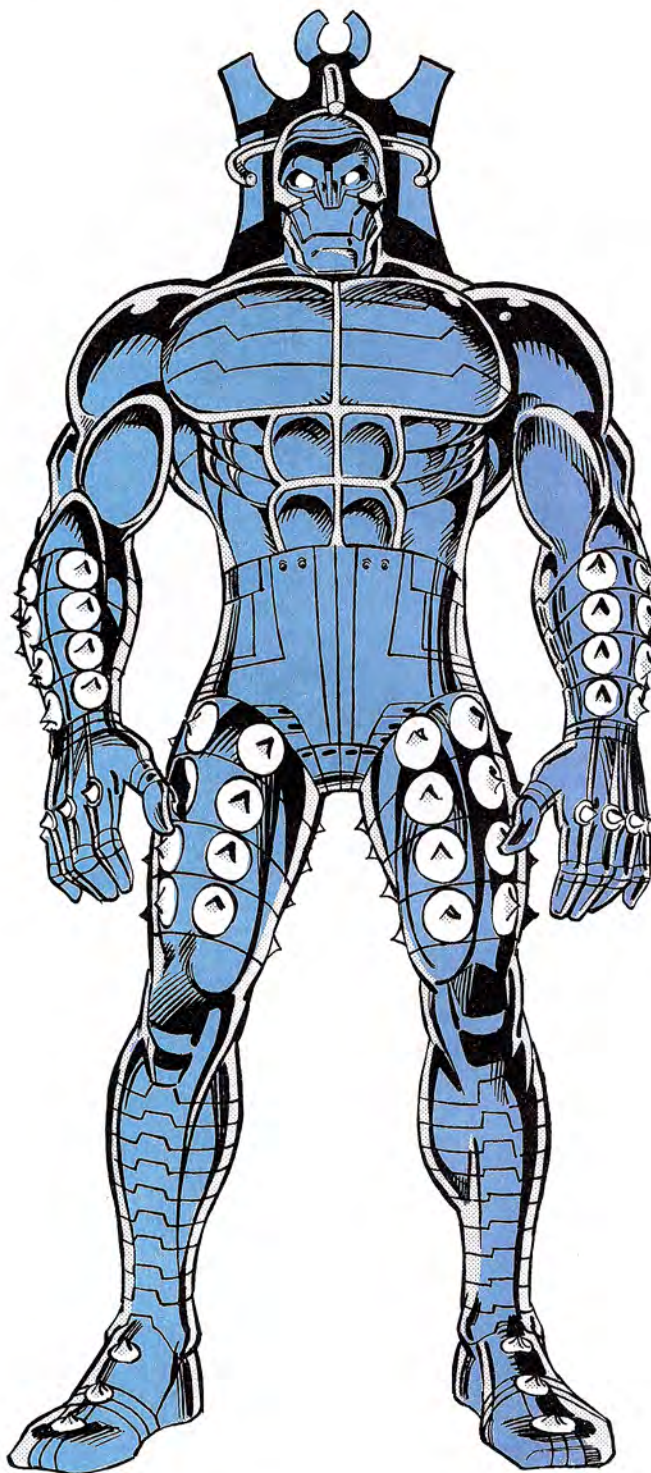
Weapon Systems: The Dreadnoughts are equipped with a host of weapon systems:

- Flame-throwers located in gauntlets: Range 1 area, Incredible fire damage, sufficient fuel for 6 attacks.

- Sharpened spikes fired from knuckles: Range 4 areas, Typical shooting damage, maximum of 9 such attacks.

- Electrical field: range Contact only, Amazing electrical damage.

- Gamma ray projected behind



eyes: Range 3 areas, Incredible Intensity.

- Freon gas dispenser in

mouth: Range 2 areas, Amazing Intensity cold, 2 rounds attack before reloading is necessary.

TALENTS

Dreadnought robots have no talents, being near-mindless machines. However, their programming is designed to simulate Martial Arts B, that of an American boxer.

CONTACTS

None

ADDITIONAL NOTES:

ROLE-PLAYING NOTES

Dreadnought robots are perfect guards, following their preprogrammed orders to perfection. They are totally unimaginative and have no personality, creativity, or interests.

HISTORY

The Dreadnought is a robot created by an unidentified team of technicians in the subversive organization HYDRA for use in commando operations. It was first used in an attempt to breach the SHEILD Helicarrier and assassinate SHIELD director Nick Fury. Using a small arsenal of miniaturized weaponry and his own combat skills, Fury managed to overcome the robot. Later, the Maggia crime family, under the auspices of Madame Masque, stole from HYDRA the designs for the Dreadnought and manufactured about a dozen for their own use. Maggia technicians made a number of design modifications on the Dreadnought in an effort to make it more versatile. The ultimate design of their work was a silver Dreadnought.

Abomination™ thru Dreadnought™

by David E. Martin, Chris Mortika, and Scott Bennie

The Gamer's Handbook of the MARVEL UNIVERSE™ is the complete, last word on the heroes, villains, and other characters of the Marvel Universe that the players of the MARVEL SUPER HEROES™ role-playing game have been looking for! Supplemented by data from the popular OFFICIAL HANDBOOK OF THE MARVEL UNIVERSE™, the Gamer's Handbook of the MARVEL UNIVERSE™ has complete MARVEL SUPER HEROES™ game statistics for hundreds of Marvel characters—the good, the bad, and the in-between!

The pages of the Gamer's Handbook of the MARVEL UNIVERSE™ are designed to be removed from the book for easy play. The pages are five-hole punched so they can be organized in a binder. And each page includes complete background information, important facts, and complete stats—everything you need!

This first volume of the Gamer's Handbook of the MARVEL UNIVERSE™ covers the characters ABOMINATION™ through DREADNOUGHT™. Look for more volumes in the near future covering more of your favorite Marvel characters!



TSR Inc.
POB 756
Lake Geneva,
WI 53147 U.S.A.

6878XXX1401
ISBN 0-88038-540-5
\$13.95 U.S.



All Marvel characters, character names, and the distinctive likenesses thereof are trademarks of the Marvel Entertainment Group, Inc. MARVEL SUPER HEROES and MARVEL SUPER VILLAINS are trademarks of the Marvel Entertainment Group, Inc. ©Copyright 1988 Marvel Entertainment Group, Inc. All Rights Reserved. Printed in the U.S.A.

The names of characters used herein are fictitious and do not refer to any person living or dead. Any descriptions including similarities to persons living or dead are merely coincidental. PRODUCTS OF YOUR IMAGINATION and the TSR logo are trademarks owned by TSR, Inc. Game Design ©1988 TSR, Inc. All Rights Reserved.